

EXHIBIT 2

Northwestern Supplemental Amended Privilege Log

Document No.	Privilege Type	Document Type	Date	Author	Recipient	CC	Subject
1	ACP	E-mail	2/19/2003	Dietrich, Alan	Brook, Gary; Hylland, Richard; Newell, Daniel; Orme, Kipp; VanCamp, John; Van Roden, John; Hanson, Mike; Whitesel, Kurt; Young, Michael (Legal); Herr, Glen; Lopach, Dennis; Monaghan, David A.; Pascoe, William A (Bill); Pohl, Curtis; Schroepfel, Bobbi; Thielbar, Bart; Trandem, Greg; Quam (Hanson), Jara; Mickelson, Mark; Kennedy, Rob; Pronesti, Frank; Ferrara, Ted; Voecks, Shelly; Devoe, Michael; Charters, John; Younger, Chris; Fresia, Rick; Snella, Mary; Johnson, Vel; Wiese, Jon; Valente, Mike; Cosgrove, John; Sengenberger, James; Barrack, Mary; Hackett, Mary; Weiner, Christy; Vegliante, Reggie; Clark, Lonnie; Rausch, Dan; Walker, James; Nieman, Michael L.; Gjovraas, Travis; Koosira, Bryan; Toney, Mark; Roof, Becky; Ng, Emilie; Kiewer, Kendall; Fons, Chris	Jacobsen, Eric; thomaspollock@paulhastings.com	Document Retention (NOR 240045-240046)
2	ACP	E-mail	6/7/2002	Young, Michael	ewhullocker@pplweb.com; dbkmarad@pplint.com	pchampanne@pplweb.com; jdcok@pplint.com; Castrell, Michael; RDonaldson, Marc; Ecoulomb, Lionel Evans; Paulmichaelyoytek@paulhastings.com; Thompson, Mark	Costrip Transmission Sale Agreement Draft Attached draft Costrip Transmission Asset Agreement [containing P-LW comments]
3	ACP/AWP	Attachment	6/7/2002		Patrizia, Charles; michaelyoytek@paulhastings.com; ewhullocker@paulhastings.com	Hanson, Mike; Jacobsen, Eric	FW: [NWE LETTERHEAD] Attached draft letter re: PPL Demand Letter containing comments of Charles Patrizia
4	ACP/AWP	E-mail	6/20/2002	Young, Michael	Thompson, Mark; Hanson, Mike; Young, Michael; Jacobsen, Eric; Orme, Kipp; Whitesel, Kurt; Monaghan, David A	Lopach, Dennis; Concoran, Patrick R.; jim.bertrand@leonard.com	RE: Response to PPLs Demand for Credit Assurance
5	ACP/AWP	Attachment	6/19/2002		Young, Michael; Hanson, Mike	Hanson, Mike; Orme, Kipp; Smook, Karen	FW: NCS audit issues PSE Benefit from MT
6	ACP	E-mail	1/7/2003	Thompson, Mark	Jacobsen, Eric		MFM & Wind--Please read
7	ACP	E-mail	2/14/2003	Whitesel, Kurt	Young, Michael (Legal); Hanson, Mike; Lopach, Dennis; colleen.harper@northwestern.com; Michael.Mannion@northwestern.com; pat.concoran@northwestern.com		Updated stranded cost study, DCC
8	ACP	E-mail	2/4/2003	Thompson, Mark	Hanson, Mike		FW: MPSC EWG/PUCHA Application
9	ACP	E-mail	2/21/2003	Thompson, Mark	Jacobsen, Eric; Hanson, Mike		MFC FERC Subpoena re: Enron
10	ACP	E-mail	4/23/2002	James Mitchell	Jacobsen, Eric; Hanson, Mike		Final Northwestern FERC Subpoena Responses
11	ACP	E-mail	1/10/2003	Krapp, Tom	Lewis, Merle; Hylland, Richard; Jacobsen, Eric; Orme, Kipp; Hanson, Mike; Charters, John; Newell, Daniel; thomaspollock@paulhastings.com; spoelatek@deloitte.com	scotlkline@paulhastings.com; Fortnash, Barbara	Confidential Drafts Fourth Quarter Update Releases Noon--12/12
12	ACP	E-mail	2/13/2003	Young, Michael			
13	ACP	E-mail	2/14/2003	Young, Michael			
14	ACP	E-mail	12/12/2002	Schrum, Roger			

Document No.	Privilege Type	Document Type	Date	Author	Recipient	CC	Subject
15	ACP	E-mail	11/9/2002	Jacobson, Eric	Whitesel, Kurt; Dietrich, Alan; Hanson, Mike; Monaghan, David A.; Young, Michael; Charters, John; Fresia, Rick; Atkinson, Tim; Newell, Daniel; Kennedy, Rob; Snider, Mark; Devos, Michael	Orme, Kipp	FW: Disclosure Comm & Sardanes Oxley
16	ACP	E-mail	11/9/2002	Whitesel, Kurt	Orme, Kipp; Bruce Smith; Gary Dook; Hyland, Richard; Jerry Johnson; Larry Ness; Lewis, Merle; Marilyn Seymour; Randy Darcy; Jacobson, Eric; Dietrich, Alan; Hanson, Mike; Monaghan, David A.; Young, Michael; Charters, John; Fresia, Rick; Atkinson, Tim; Newell, Daniel; Kennedy, Rob; Snider, Mark; Hoffman, Cliff; Pollock, Steven L.; Arends, Craig; Pollock, Thomas R.	Snook, Karen; Candy Boul; Diane Dutcher; Irene Feller; Peg Richter; Suzanne Burton; Fortnash, Barbara; Dewey, Irene	NorthWestern 3rd Quarter 10Q Working Draft
17	ACP	E-mail	11/13/2002	Young, Michael	Hanson, Mike; Monaghan, David A.	Whitesel, Kurt	Energy Subcommittee Revisions to Volume 3 of 10-Q
18	ACP	E-mail	11/13/2002	Young, Michael	Jacobson, Eric; Whitesel, Kurt; Orme, Kipp	Hanson, Mike; Monaghan, David A.	Energy Subcommittee Comments
19	ACP	E-mail	11/13/2002	Young, Michael	Jacobson, Eric; Orme, Kipp; Whitesel, Kurt; thomaspollock@paulstings.com; scottkline@paulstings.com	Hanson, Mike; Monaghan, David A.	Energy Subcommittee Revisions to NOR 10-Q
20	ACP	E-mail	11/13/2002	Young, Michael	Kline, Scott C.	Hanson, Mike; Monaghan, David A.	RE: NOR Third Quarter 10Q draft
21	ACP	E-mail	11/13/2002	Young, Michael	Jacobson, Eric; Orme, Kipp; Whitesel, Kurt	Hanson, Mike; Monaghan, David A.	Energy Subcommittee - Unhedged Power Supply Contracts
22	ACP	E-mail	11/14/2002	Orme, Kipp	Jacobson, Eric; Hanson, Mike	Hanson, Mike; Monaghan, David A.	RE: Energy Subcommittee - Unhedged Power Supply Contracts
23	ACP/AWP	E-mail	11/18/2002	Hyland, Richard	Jacobson, Eric; Orme, Kipp	Hanson, Mike	RE: CSFB Meeting
24	ACP	E-mail	12/17/2002	Hong, Jennifer L.	Jacobson, Eric; Dietrich, Alan; Lopach, Dennis; Corcoran, Patrick; Hanson, Mike	Pollock, Thomas R.; Paritza, Charles A.; Kline, Scott C.	Updated MPSC Application
25	ACP	E-mail	12/23/2002	Hong, Jennifer L.	Krapp, Tom; Kim Beatty; Leo Berry; Stan Kaleszczyk; Lopach, Dennis; Jacobson, Eric; Hanson, Mike	Paritza, Charles A.; Contoy, Kevin; Pollock, Thomas R.; Schwartz, Melissa C.	FINAL MPSC Application
26	ACP	E-mail	7/23/2002	Jacobson, Eric	Hanson, Mike; Orme, Kipp; Hyland, Richard		Fiat Structure (forwarding email from Michael Voytek) (NOR 066670-066671; NOR 075185-075186; NOR 066411-066412)
27	ACP	Attachment	7/23/2002				Time and Responsibility Checklist Montana Restructuring Contribution of Assets - Fiat Structure Closing (attachment to email from Michael Voytek) (NOR 066481-066599)
28	ACP	E-mail	8/13/2002	Strout, Wylie C.	tom.krapp@northwestern.com; Hanson, Mike	jimmarinocarrick2002@yahoo.com	NorthWestern Energy LLC Colstrip 4 Lease Transactions
29	ACP	Attachment	8/14/2002	Hanson, Mike (CEO)	Bankers Trust/Deutsche Bank, The Bank of New York; Louis P. Young; Mellon Leasing Corp.	Krapp, Thomas; McCarrick, James	
30	ACP/AWP	E-mail	8/23/2002	Krapp, Tom	Acay, John P. (Pat); Dietrich, Alan; Jacobson, Eric; Kovash, Keith K.; Lopach, Dennis; Menon, Michael P.; Nieman, Michael L.; Nolander, Jan; Orme, Kipp; Reardon, Pat; VanCamp, John; Walsh, Richard P.; Whitesel, Kurt; Young, Michael	Hanson, Mike	Time and Responsibility Checklist for Going Fiat Closing Restructuring Contribution of Assets - Fiat Structure Closing (attachment to email from Thomas Krapp) (NOR 066481-066489)
31	ACP	Attachment	8/22/2002				

Document No.	Privilege Type	Document Type	Date	Author	Recipient	CC	Subject
32	ACP	Attachment	8/22/2002				Appendices to Time and Responsibility Checklist (attachment to email from Thomas Knapp) (NOR 411358-411450)
33	ACP	E-mail	9/9/2002	Young, Michael	Jacobson, Eric; Hanson, Mike		
34	ACP	E-mail	12/6/2002	Knapp, Tom	Jacobson, Eric; Hanson, Mike		FW: Hastings Letter
35	ACP	Facsimile	11/21/2002	Knapp, Tom	Holland, Brian (Touch America)		FW: Touch America Release to pay past bills
36	ACP	E-mail	10/16/2002	Quam (Hanson), Jana	Knapp, Tom; Noland, Jan; Kovash, Keith K.; Rapkovich, Claudia		MPC Invoices
37	ACP	E-mail	10/16/2002	Kovash, Keith K.	Knapp, Tom; Hanson, Mike; Quam, Jana; Noland, Jan; Rapkovich, Claudia	Hanson, Mike	RE: Early Retirement Incentive
38	ACP	E-mail	11/25/2002	Knapp, Tom	Jacobson, Eric; Hanson, Mike; Lopach, Dennis	thomaspollock@paulhastings.com	RE: Early Retirement Incentive
39	ACP	E-mail	11/25/2002	Knapp, Tom	Jacobson, Eric; Hanson, Mike; Lopach, Dennis	thomaspollock@paulhastings.com	McGreevey
40	ACP	E-mail and attachments	6/7/2001	Magie, Scott	Hanson, Mike; Jacobson, Eric; Young, Michael; Coulomb, Lionel; Evans, Liz		RE: McGreevey
41	ACP	E-mail	6/18/2001	Jacobson, Eric	Hanson, Mike; Eickel Irving, Ahmad Masud		Scott's Positions on MPCs Request for Reimbursement on the Great Falls Site
42	ACP	E-mail	8/17/2001	Young, Michael	Hanson, Mike; Jacobson, Eric	Magie, Scott; Coulomb, Lionel	FW: Agreement to Transfer - June 18 Redline
43	ACP	Document	8/17/2001	Young, Michael	Hanson, Mike; Jacobson, Eric		Draft O&A for Hanson Written Testimony
44	ACP	E-mail	8/17/2001	Young, Michael	Hanson, Mike; Jacobson, Eric	Magie, Scott; Coulomb, Lionel	Application to Montana Power Service Commission Points to incorporate into Testimony of Mike Hanson More on Hanson Testimony
45	ACP	Document	8/17/2001	Young, Michael	Hanson, Mike; Jacobson, Eric		Application to Montana Power Service Commission Points to incorporate into Testimony of Mike Hanson
46	ACP	E-mail	3/11/2002	Rushton, Lisa K.	Hanson, Mike		FW: Draft Letters to J. Wardell and S. Slash re: Milltown Dam
47	ACP	Document	3/11/2002				Attached draft letter to J. Wardell and S. Slash re: Milltown Dam
48	ACP	E-mail	3/12/2002	Rushton, Lisa K.	Hanson, Mike		FW: Revised letters to J. Wardell and S. Slash re: Milltown Dam
49	ACP	Document	3/12/2002				Attached draft revised letters to J. Wardell and S. Slash re: Milltown Dam
50	ACP	E-mail	5/20/2002	Young, Michael	Schroepfel, Bobbi	Hanson, Mike	FW: Milltown and transmission sale update
51	ACP	E-mail	6/6/2002	Young, Michael	Hanson, Mike; Jacobson, Eric		Private Meeting with MT Attorney General
52	ACP	E-mail	7/16/2002	Young, Michael	Jacobson, Eric		Milltown Registration Statement Disclosure
53	ACP/AWP	E-mail	7/31/2002	Young, Michael	Jacobson, Eric; Hanson, Mike		FW: Defense Memo
54	ACP/AWP	E-mail	10/24/2002	Young, Michael	Jacobson, Eric; Hanson, Mike		FW: Milltown
55	ACP	E-mail	11/19/2002	Todd Williams	Hanson, Mike	Young, Michael; Lee Graves	RE: Call from ACo re: Going Flat Transaction
56	ACP	E-mail	12/3/2002	Young, Michael	Hanson, Mike; Jacobson, Eric; Lopach, Dennis	williams@eimlc.com;	Draft Letter to McGrath re: Milltown and Going Flat Transaction
57	ACP	E-mail	12/12/2002	Young, Michael	Hanson, Mike; Jacobson, Eric; Lopach, Dennis	igraves@eimlc.com	RE: Daily Environment Report - EPA Plans to Demolish Dam in Montana.html
58	ACP/AWP	E-mail	1/29/2003	Hong, Jennifer L.	Young, Michael; Patricia, Charles A.; Jacobson, Eric; Knapp, Tom	Irving, Euclid A.; Kahn, Marguerite R.;	Attached Draft MPSC Application for PULHCA Findings
59	ACP/AWP	Attachment	1/24/2003			Hanson, Mike	RE: Daily Environment Report - EPA Plans to Demolish Dam in Montana.html
60	ACP/AWP	E-mail	1/29/2003	Young, Michael	Patricia, Charles; Jacobson, Eric; Knapp, Tom	Irving, Euclid A.; Kahn, Marguerite R.;	Attached Draft MPSC Application for PULHCA Findings
61	ACP	E-mail	1/29/2003			williams@eimlc.com;	RE: Daily Environment Report - EPA Plans to Demolish Dam in Montana.html
62	ACP	Attachment	1/29/2003	Young, Michael	Lopach, Dennis; jenniferhong@paulhastings.com	Irving, Euclid A.; Kahn, Marguerite R.;	Milltown MPSC Application

Document No.	Privilege Type	Document Type	Date	Author	Recipient	CC	Subject
63	ACP	E-mail	10/17/2002	Knapp, Tom	Young, Michael; Lopach, Dennis	Corcoran, Patrick R; Hanson, Mike; Schrum, Roger	RE: Montana PSC Letter re Restructuring Attached draft letter re: Montana PSC re: Restructuring (NOR 184691-184694)
64	ACP/AWP	Attachment	10/17/2002				
65	ACP	E-mail	1/24/2003	Lopach, Dennis	Hanson, Mike; Jacobsen, Eric; Orme, Kipp; Monaghan, David A.	Corcoran, Patrick R; Knapp, Tom; Schrum, Roger; Papkoich, Claudia	FW: Order on Security Issue 2002 12 159 - Legality of Conditions and Potential Approaches to Dealing with Subsidiary Finance Issues and Other Conditions in Order FW: Information Memorandum
66	ACP	Attachment	2/2/2003	Lopach, Dennis	Hanson, Mike		
67	ACP	E-mail	1/20/2003	Hanson, Mike	Young, Michael		
68	ACP	E-mail	1/20/2003	Hanson, Mike	Young, Michael		
69	ACP	E-mail	1/21/2003	Hanson, Mike	Monaghan, David A		FW: NorthwesternCSFB Credit Agreement - Schedules
70	ACP	E-mail	1/21/2003	Hanson, Mike	Lopach, Dennis		FW: NorthwesternCSFB Credit Agreement - Schedules
71	ACP	E-mail	2/15/2003	Hanson, Mike	Whitesel, Kurt; Jacobsen, Eric	Orme, Kipp; Smook, Karen	FW: NorthwesternCSFB Credit Agreement - Schedules
72	ACP	E-mail	2/18/2003	Hanson, Mike	Lopach, Dennis		RE: NCS audit issues
73	ACP	E-mail	10/17/2002	Magie, Scott	Hanson, Mike; Jacobsen, Eric	Young, Michael	FW: Version 7 Feb. 19 News Release and Q&A Revised Consultant Contract
74	ACP	E-mail	1/11/2000	Jacobsen, Eric	Hanson, Mike		Attached Unit Strat Outline
75	ACP/AWP	Attachment	1/11/2000	Jacobsen, Eric	Hanson, Mike		Unit Strat Outline
76	ACP	E-mail	2/29/2000	Jacobsen, Eric	Hanson, Mike		Counsel Memo
77	ACP	E-mail	1/11/2000	Jacobsen, Eric	Hanson, Mike		Unit Strat Outline
78	ACP/AWP	Attachment	1/10/2000				Attached Unit Strat Outline
79	ACP	Attachment	8/8/2002	Pollock, Thomas	Northwestern Corp.		CEO, CFO and Audit Committee Procedures Checklist for Certification relating to June 30, 2002 Quarterly Report on Form 10-Q
80	ACP/AWP	Attachment					Draft Form 10-K for year ended December 31, 2002
81	ACP/AWP	E-mail	3/20/2003	Monaghan, David A (forwarding email from Jonathan Tyas)	Kindt, Ernie		FW: Revised draft of Form 10-K
82	ACP	Attachment	3/20/2003				Attached draft Form 10-K (containing PLUW comments)
83	ACP	E-mail	7/29/2003	Kiewer, Kendall	Hong, Jennifer; Dietrich, Alan	Patricia, Charles; Vesco, Elaine A; Boyles, George; Kindt, Ernest J	RE: FEHC Financials
84	ACP	E-mail	8/8/2002	Whitesel, Kurt		Young, Michael	FW: SAB Topic 5-Y
85	ACP	E-mail	10/23/2002	Monaghan, David A; Knapp, Thomas	Kindt, Ernie		FW: Reserves for 2001/02 and litigation claims
86	ACP	E-mail	5/12/2003	Hanson, Mike	Monaghan, David A; Young, Michael; Lopach, Dennis		RE: Revised Individual Securities Certificates
87	ACP	E-mail	5/13/2003	Kiewer, Kendall	Orme, Kipp; Newell, Daniel; Kennedy, Rob; Atkinson, Tim; Clark, Lornie; Vegliante, Reggie; Snella, Mary; Younger, Chris; Hanson, Mike; Monaghan, David A; Young, Michael; Lopach, Dennis; Jacobsen, Eric; Nieman, Michael L; Whitesel, Kurt; Dietrich, Alan	Smook, Karen; Pollock, Thomas R.; Drook, Gary; Austin, Bill; Schrum, Roger; Pollock, Steven L.; Arends, Craig; Hoffman, Cliff; Lail, Crystal; Ng, Emile; Greese, Deborah	RE: Final 3/31/03 10Q Draft

Document No.	Privilege Type	Document Type	Date	Author	Recipient	cc	Subject
88	ACP	E-mail	3/11/2003	Dietrich, Alan	scottkline@paulhastings.com	Young, Michael; Jacobsen, Eric; Monaghan, David A.; Hanson, Mike; iontyras@paulhastings.com; Pohl, Curtis	Form 10-K - Nebraska Regulatory Language Suggestion
89	ACP	E-mail	4/16/2003	Patrizia, Charles	Jacobsen, Eric; Hanson, Mike; Young, Michael	Pollock, Thomas R.; Ivring, Eucrid A.; Rushton, Lisa K.; thomas.knapp@northwestern.com	FW: A washingtonpost.com article from: charlespatrizia@paulhastings.com [containing comments by Charles Patrizia]
90	ACP	E-mail	3/31/2003	Jacobsen, Eric	Hanson, Mike; Lopach, Dennis		Forwarding email from Jonathan Tyras
91	ACP	E-mail	3/17/2003	Hanson, Mike (CEO)	Niemann, Michael L.; Orme, Kipp; Charters, John; Fresia, Rick; Newell, Daniel; Kennedy, Rob; Whitesel, Kurt; Monaghan, David A	Druck, Gary; Jacobsen, Eric; Hyland, Richard; Roof, Becky; VanCamp, John; Kiewer, Kendall; Forns, Chris; Gjoraa, Travis; Young, Michael; Dietrich, Alan; Lopach, Dennis; Watson, Ted; Kaufman, Curt	RE: Management Case Projection
92	ACP	E-mail	3/27/2003	Hanson, Mike	Monaghan, David A		RE: NorCom-Expansis Transaction
93	ACP	E-mail	3/21/2003	Knapp, Tom	Patrizia, Charles; Jacobsen, Eric; Hanson, Mike; Young, Michael		FW: NO action request
94	AWP	Attc	3/.../2003	Patrizia, Charles	Fischer, Catherine (Office of Public Utility Regulation, Securities and Exchange Commission)		Attached draft letter re: NorthWestern Corp. by Charles Patrizia
95	ACP	E-mail	5/12/2003	Hanson, Mike	Monaghan, David A; Young, Michael; Lopach, Dennis		RE: Revised Individual Sarbanes Certifications
96	ACP	E-mail	4/2/2003	Hanson, Mike	Kline, Scott C.		RE: 10-K Qs
97	ACP/AWP	Attachment	2/24/2003		Newell, Daniel; Kennedy, Rob; Atkinson, Tim; Clark, Lonnie; Vegliante, Reggie; Snella, Marty; Younger, Chris; Hanson, Mike; Monaghan, David A; Young, Michael; Lopach, Dennis; Jacobsen, Eric; Niemann, Michael L.; Kiewer, Kendall; Whitesel, Kurt; Dietrich, Alan		Draft NorthWestern Energy LLC comments to FERC
98	ACP	E-mail	5/12/2003	Orme, Kipp		Snook, Karen; Pollock, Thomas R.; Gerrard, Nicole	Further Revised Individual Sarbanes Certifications
99	ACP	E-mail	3/13/2003	Hanson, Mike	Kline, Scott C.		RE: NOR 10-K
100	ACP/AWP	E-mail and attachments	4/05/2003 and 04/08/2003	Kline, Scott C.	Orme, Kipp; Jacobsen, Eric; Charters, John; Atkinson, Tim; Fresia, Rick; Clark, Lonnie; Hanson, Mike; Young, Michael; Monaghan, David; Newell, Daniel; Kennedy, Rob; Foark, Tom; Whitesel, Kurt; Griese, Deborah; Kiewer, Kendall; Forns, Chris; Dietrich, Alan; Schrum, Roger; Snella, Marty; Younger, Chris; Niemann, Michael L.	Druck, Gary; Bruce I. Smith; Larry Ness; Jerry Johnson; Hyland, Richard; Roof, Becky; Snook, Karen; Snider, Mark; Devore, Michael; Ng, Emilee; Vesco, Elaine A.; Rausch, Dan; Kaufman, Curt; Lydic, Tammy; Pollock, Thomas R.; Della Girotta, John F.; Zuppone, Michael; Morrow, Donald; Peding, John A.; Rushton, Lisa K.; Hong, Jennifer L.; Patrizia, Charles; Conboy, Kevin; Feldstein, Hyde R.; Austin, Jesse; Barcella, E. Lawrence; Schwartz, Melissa C.; Polacek, Steven L.; Arends, Craig; Cotton, Jeff; Here, Brett; Hoffman, Cliff; Tyras, Jonathan C.	April 5 Revised draft of Form 10-K
101	ACP	E-mail	5/9/2003	Young, Michael	Kiewer, Kendall	Hanson, Mike; Lopach, Dennis; Monaghan, David A	Comments to 2003 NOR 10-Q (Vol. 2)

Document No.	Privilege Type	Document Type	Date	Author	Recipient	CC	Subject
102	ACP	E-mail	5/13/2003	Monaghan, David A	Hanson, Mike; Young, Michael; Lopach, Dennis		Schedule A
103	ACP/AWP	E-mail and attachments	3/8/2003	Tyras, Jonathan C.	Orme, Kipp; Charters, John; Atkinson, Tim; Fresia, Rick; Clark, Lorne; Hanson, Mike; Young, Michael; Monaghan, David A; Newell, Daniel; Kennedy, Rob; Roark, Teri; Whitesel, Kurt; Grise, Deborah; Kiewer, Kendall; Forss, Chris; Jacobsen, Eric; Dietrich, Alan; Schrum, Roger; Snella, Marty; Younger, Chris; Nieman, Michael L	Drook, Gary; Hylland, Richard; Pollock, Thomas R.; Roof, Becky; Smook, Karen; Kline, Scott C.; Pollock, Steven L.; Bruce I. Smith; Snider, Mark; michaeldevos@northwestern.com; Ng, Emilie; Vesco, Elaine A; Rausch, Dan; curt.kadman@bluewin.ch; Lydic, Tammy	Revised draft of Form 10-K
104	ACP	E-mail	5/15/2003	Orme, Kipp	Lopach, Dennis; Hanson, Mike	Ng, Emilie; Jacobsen, Eric	RE: Accounts Receivable
105	ACP/AWP	E-mail	5/10/2003	Young, Michael	Hanson, Mike	Ng, Emilie; Jacobsen, Eric	FW: Milltown Update re: May 8th Discussion with Wardell, Eisen and Forba
106	ACP	E-mail	5/15/2003	Hanson, Mike	Orme, Kipp; Lopach, Dennis	Ng, Emilie; Jacobsen, Eric	RE: FW: Accounts Receivable
107	ACP/AWP	E-mail	5/9/2003	Young, Michael	Hanson, Mike	Ng, Emilie; Jacobsen, Eric	Milltown Update re: May 8th Discussion with Wardell, Eisen and Forba
108	ACP	E-mail	3/24/2003	Hanson, Mike	Monaghan, David A	Williams@ehrlc.com	FW: NorCom-Expanses Transaction
109	ACP	Adobe Acrobat (PDF)	4/15/2003				10-Q/A 3/2002
110	ACP	E-mail	3/13/2003	Kline, Scott C.	Young, Michael; Hanson, Mike		NOF 10-K (containing Scott Kline comments)
111	ACP	E-mail	4/15/2003	Kline, Scott C.	sfoolst@merillcorp.com; Drook, Gary; Randy.darcy@gemmls.com; jerry@usd.edu; Jerry@cdco.gov; hess@firstskola.com; matlyn@morenc.com; bsmitth@glawfirm.com; Roof, Becky; Newell, Daniel; Devos, Michael; Kennedy, Rob; Roark, Teri; msnder@abclaw.com; Charters, John; external; Atkinson, Tim; Clark, Lorne; marty.snella@expanses.com; Fresia, Rick; Younger, Chris; Hanson, Mike; Lopach, Dennis; Monaghan, David A; Dietrich, Alan; Forss, Chris; Grise, Deborah; Hylland, Richard; Jacobsen, Eric; Kiewer, Kendall; Nieman, Michael L; Orme, Kipp; Schrum, Roger; Whitesel, Kurt		Re: Northwestern 10-K PDF Proof(s) Attached
112	ACP	E-mail	5/9/2003	Kiewer, Kendall	Orme, Kipp; Jacobsen, Eric; Hanson, Mike; Monaghan, David A; Vesco, Elaine A; Newell, Daniel; Kennedy, Rob; Roark, Teri; Clark, Lorne; Atkinson, Tim; Devos, Michael; Young, Michael; Dietrich, Alan; Younger, Chris; Snella, Marty; Schrum, Roger; Nieman, Michael L; Snider, Mark; Whitesel, Kurt; Jon Tyras; scott.kline@paulstangings.com	Grise, Deborah; Forss, Chris; Kaufman, Curt; Lydic, Tammy; Rausch, Dan; Ng, Emilie; Smook, Karen; Brett Hare; Craig Arends; spolack@deloitte.com; Lal, Crystal	10-Q draft version 2
113	ACP/AWP	E-mail	5/13/2003	Young, Michael	Hanson, Mike; Monaghan, David A; Lopach, Dennis		RE: Revised Individual Sarbanes Certifications

Document No.	Privilege Type	Document Type	Date	Author	Recipient	CC	Subject
114	ACP	E-mail	3/15/2003	Tyras, Jonathan C.	Orme, Kipp; Jacobsen, Eric; Charters, John; Atkinson, Tim; Friesa, Rick; Clark, Lonnie; Hanson, Mike (CEO); Young, Michael (Legal); Monaghan, David A.; Newell, Daniel; Kennedy, Rob; Roark, Teri; Whitesel, Kurt; Griesse, Deborah; Kiewer, Kendall; Forns, Chris; Dietrich, Alan; Schrum, Roger; Shella, Mary; Younger, Chris; Nieman, Michael L.	Brook, Gary; Bruce I. Smith; Larry Ness; Jerry Johnson; Hyland, Richard; Roof, Becky; Smook, Karen; Snider, Mark; Devore, Michael; Ng, Emile; Vesco, Elaine A.; Rausch, Dan; Kaufman, Curt; Lydic, Tammy; Pollock, Thomas R.; Della Grotta, John F.; Kline, Scott C.; Zuppone, Michael; Morrow, Donald L.; Peding, John A.; Rushton, Lisa K.; Hong, Jennifer L.; Pariza, Charles; Conboy, Kevin; Feldstein, Hydee R.; Austin, Jesse; Barcetta, E. Lawrence; Polacek, Steven L. (D&T); Arends, Craig (D&T); Cotton, Jeff (D&T); Hare, Brett (D&T); Hoffman, Cliff (D&T)	Revised draft of Form 10-K
115	ACP	Document	1/8/2003	Paul, Hastings, Janotsky & Walker LLP	Directors and Executive Officers of NorthWestern		Questionnaire for Directors and Executive Officers (NOR 192884-192893)
116	AWP	Document	7/28/2002				Draft Board Meeting Resolution August 7, 2002 [containing PHJW comments]
117	AWP	Document	7/25/2002				Draft Board Meeting Resolution August 7, 2002 [containing PHJW comments]
118	ACP	Document	4/29/2003	Mitchell, James	Salas, Magalie		Draft letter to FERC containing attorney notes
119	ACP	Document	11/8/2002	Eric Jacobsen, Kipp Orme	Members of the Disclosure Committee and each Disclosure Sub-Committee		Disclosure Controls and Procedures required by Sarbanes-Oxley Act of 2002 (NOR 452812)
120	ACP	Document	11/8/2002	Eric Jacobsen, Kipp Orme	Members of the Disclosure Committee and each Disclosure Sub-Committee		Timeline to Prepare NorthWestern's Quarterly Report on Form 10-Q for the Quarter Ended September 30, 2002 (NOR 458220-458226; NOR 088303-088305)
121	ACP	Document	11/12/2002	Nicole Gerrard	Karen Smook	Thomas Pollock, Eric Jacobsen	Memos and Certifications to Disclosure Committee and Sub-Committee
122	ACP	Document	11/12/2002	Eric Jacobsen, Kipp Orme	Members of the Disclosure Committee and each Disclosure Sub-Committee		Disclosure Controls and Procedures required by Sarbanes-Oxley Act of 2002 [containing PHJW comments]
123	AWP	Document	11/13/2002				Draft Form 10-Q for period ended September 30, 2002 [containing PHJW comments]
124	ACP	Document	1/8/2003	Paul, Hastings, Janotsky & Walker LLP	Directors and Executive Officers		Draft Company Questionnaire for Directors and Executive Officers
125	ACP	Document	1/8/2003	Paul, Hastings, Janotsky & Walker LLP			Draft Company Questionnaire for Directors and Executive Officers
126	ACP/AWP	Document	12/13/2002	Paul, Hastings, Janotsky & Walker LLP			Draft Closing Certificate of NorthWestern Corporation
127	ACP/AWP	Document	12/14/2002	Paul, Hastings, Janotsky & Walker LLP			Draft Disclosure Schedules to Credit Agreement

Document No.	Privilege Type	Document Type	Date	Author	Recipient	CC	Subject
128	ACP/AWP	Document	12/13/2002	Paul, Hastings, Janofsky & Walker LLP			Draft Secretary's Certificate of NorthWestern Corporation
129	ACP	Document	1/24/2003	Eric Jacobsen, Alan Dietrich	NorthWestern Board of Directors		First Mortgage Bonds
130	ACP/AWP	Document	1/24/2003				Attached Draft of Twenty-Third Supplemental Indenture
131	ACP	Document	1/27/2003	Dennis Lopach	Mike Hanson		Montana PSC Docket No. 2002-12-159, Order No. 6474a - Legality of Conditions and Approaches to Dealing with Subsidiary Finance Issues and other Conditions in Order
132	ACP	Document	8/22/2002	Balveat, Doug (PH)	Atlantic Richfield Company, Attn: David L. Bell, Esq.	Knapo, Thomas (NOR); Manton, Michael (NOR); Irving, Euclet; Voytek, Michael	Proposed Asset Transfer by NorthWestern Energy LLC (f/k/a The Montana Power LLC) to NorthWestern Corp.
133	ACP/AWP	Document	7/2/2002	Jacobson, Eric; Young, Michael	Kahn, Marguerite (Paul Hastings)	Patrizia, Charles	NWE Legal Department Issues: Potential Goals
134	ACP/AWP	Document	6/4/2001				Financing of Montana Megawatts I
135	ACP	Document	6/6/2001		Kline, Scott (Paul Hastings)		Draft Transfer Agreement between MPC and NOR containing comments
136	ACP	Document	3/8/2002	Magie, Scott	Jacobson, Eric; Hanson, Mike	Young, Michael	Project Updates Through February 2002
137	ACP	Document	5/21/2002	Magie, Scott	Jacobson, Eric; Hanson, Mike	Young, Michael	Project Updates Through May 2002
138	ACP	Document	6/5/2002	Magie, Scott	Jacobson, Eric; Hanson, Mike	Young, Michael	Project Updates through June 2002
139	ACP	Document	7/24/2002	George, Jerry (Campbell, George & Strong LLP)	Graves, Lee		Memorandum re: Liability Assessment - Milltown Dam Facility
140	ACP/AWP	Document	12/10/2002	Young, Michael	Hanson, Mike; Jacobson, Eric; Lopach, Dennis	williams@elnic.com; lgraves@elnic.com	Draft letter to McGrath re: Milltown Dam and Going Flat Transaction
141	ACP	Document	12/11/2002	Young, Michael	Hanson, Mike; Jacobson, Eric; Lopach, Dennis	williams@elnic.com; lgraves@elnic.com	Revised Draft Letter to McGrath
142	ACP	E-mail and attachments	9/20/2002	Orme, Kipp	Schnum, Roger; Kline, Scott	Whitisel, Kurt	RE: Noon Draft
143	ACP	E-mail and attachment	10/15/2002	Orme, Kipp	Schnum, Roger; Jacobson, Eric; Kline, Scott C.	Smoock, Karen	RE: Exchange Offer Extension Press Release
144	ACP	E-mail and attachment	10/16/2002	Lopach, Dennis	Young, Michael; Knapo, Tom; Corcoran, Patrick R	Schnum, Roger; Hanson, Mike	Montana PSC Letter re Restructuring
145	ACP	E-mail and attachment	10/16/2002	Young, Michael	Lopach, Dennis	Knapo, Tom; Corcoran, Patrick R;	Montana PSC Letter re Restructuring
146	ACP	E-mail and attachment	10/18/2002	Gerrard, Nicole	Schnum, Roger	Hanson, Mike; Schnum, Roger	Going Flat Press Release Draft
147	ACP	E-mail	10/22/2002	Knapo, Tom	Schnum, Roger		FW: Flat Closing Press Release

Document No.	Privilege Type	Document Type	Date	Author	Recipient	CC	Subject
148	ACP	E-mail	11/4/2002	Orme, Kipp	Lewis, Mente; Hyland, Richard; Jacobsen, Eric; Schrum, Roger; Whitesel, Kurt; Nieman, Michael L.; Ng, Emilie; Glorias, Travis		FW: 3rdQ letter from the CFO soliciting comments
149	ACP	E-mail and attachment	11/5/2002	Kline, Scott C.	Schrum, Roger	Zuppone, Michael Pollock, Thomas R. Tyas, Jonathan C. Saks, Scott R.	Third Quarter 2002 Earnings Release Draft containing comments by Scott Kline
150	ACP	E-mail	11/12/2002	Jacobsen, Eric	Schrum, Roger; Orme, Kipp		RE: Going Flat Draft Release
151	ACP	E-mail	11/13/2002	Kline, Scott C.	Schrum, Roger		RE: Going flat press release
152	ACP	E-mail and attachments	11/15/2002	Gerrard, Nicole	Orme, Kipp	Jacobsen, Eric; Smook, Karen; Dietrich, Alan; Schrum, Roger; Kline, Scott C.	Draft Going Flat Filing
153	ACP	E-mail	11/15/2002	Gerrard, Nicole	Schrum, Roger; Smook, Karen		FW: Draft NorthWestern 10-Q
154	ACP	E-mail and attachment	11/15/2002	Gerrard, Nicole	Schrum, Roger		RE: Draft Going Flat Filing
155	ACP	E-mail and attachment	11/15/2002	Gerrard, Nicole	Schrum, Roger		FW: FERC Order Approving Application
156	ACP	E-mail and attachment	11/15/2002	Tyas, Jonathan C.	Schrum, Roger; Smook, Karen		FW: Draft NorthWestern 10-Q
157	ACP	E-mail and attachment	11/16/2002	Tyas, Jonathan C.	Smook, Karen; Schrum, Roger; Lydic, Tammy		FW: Draft NorthWestern 10-Q
158	ACP	E-mail	11/16/2002	Knaapp, Tom	Schrum, Roger		RE: FERC Order Approving Application
159	ACP	E-mail	11/16/2002	Knaapp, Tom	Schrum, Roger		RE: FERC Order Approving Application
160	ACP	E-mail and attachment	11/18/2002	Jacobsen, Eric	Schrum, Roger; Hanson, Mike; Orme, Kipp		Flat Release containing Eric Jacobsen comments
161	ACP	E-mail	11/18/2002	Jacobsen, Eric	Schrum, Roger		FW: Flat Release
162	ACP	E-mail	11/18/2002	Hanson, Mike	Jacobsen, Eric; Schrum, Roger; Orme, Kipp		RE: Flat Release
163	ACP	E-mail and attachment	11/18/2002	Tyas, Jonathan C.	Schrum, Roger; Lydic, Tammy; Gliese, Deborah	Whitesel, Kurt	FW: Revised 10Q
164	ACP	E-mail and attachment	11/19/2002	Rapkoich, Claudia	Knaapp, Tom; Lopach, Dennis; Schrum, Roger		RE: Press Release Draft
165	ACP	E-mail and attachment	11/19/2002	Knaapp, Tom	Rapkoich, Claudia; Lopach, Dennis; Schrum, Roger		Northwestern Corporation completes reorganization

Document No.	Privilege Type	Document Type	Date	Author	Recipient	CC	Subject
166	ACP	E-mail and attachment	11/20/2002	Lee C. Graves	Schrum, Roger	Young, Michael; Todd Williams; Lopach, Dennis	FW: Current Draft
	ACP	E-mail	11/20/2002	Knapp, Tom	thomaspollock@paulhastings.com; Euclid A. Irving; James McCarrick; onrisachs@paulhastings.com; Michael Voytek; nicolegerrard@paulhastings.com; Schrump, Roger	Jacobson, Eric; Orme, Kipp; Hanson, Mike; Monaghan, David A.; Lopach, Dennis; William greene@leonard.com; Stan Kaleczyc; Kim Beatty; Leo Berry; Patrizia, Charles	Going Flat
167	ACP	E-mail	11/20/2002	Gerrard, Nicole	Schrump, Roger	Harris, Joel; Kline, Scott C.	FW: Going Flat
168	ACP	E-mail	11/20/2002	Patrizia, Charles	Knapp, Tom; Pollock, Thomas R.; Irving, Euclid A.; McCarrick, James; Sachs, Omit; Voytek, Michael; Schrump, Roger	Jacobson, Eric; Orme, Kipp; Hanson, Mike; Monaghan, David A.; Lopach, Dennis; William greene@leonard.com; stan@bkh.com; kim@bkh.com; leo@bkh.com;	Re: Going Flat (NOR 160675-160676)
169	ACP	E-mail	11/20/2002	Gerrard, Nicole	Schrump, Roger	Kline, Scott C.	RE: Going Flat
170	ACP	E-mail and attachment	12/8/2002	Jacobson, Eric	Thomas R. Pollock	Hyland, Richard; Orme, Kipp; Schrump, Roger	PR Release
171	ACP	E-mail and attachment	12/11/2002	Kline, Scott C.	Schrump, Roger; Jacobson, Eric	Pollock, Thomas R.	Draft press release on lowered projections
172	ACP	E-mail and attachments	12/12/2002	Schrump, Roger	Lewis, Merle; Hyland, Richard; Jacobson, Eric; Orme, Kipp; Hanson, Mike (CEO); Charters, John; Newell, Daniel; thomaspollock@paulhastings.com; spolachek@deloitte.com	scottkline@paulhastings.com Fornash, Barbara	Confidential Drafts Fourth Quarter Update Releases Noon--12/12
173	ACP	E-mail	2/6/2003	Pollock, Thomas R.	Schrump, Roger; Drook, Gary; Jacobson, Eric; Orme, Kipp		
174	ACP	E-mail and attachment	2/10/2003	Tyras, Jonathan C.	Schrump, Roger; Lydic, Tammy		RE: Final Draft Dividend Release (NOR 265143; NOR 275785)
175	ACP	E-mail	1/14/2002	Nieman, Michael L.	Schwartz, Melissa C.	Orme, Kipp; Jacobson, Eric; Conboy, Kevin; Buus, Joyynn; Whitesel, Kurt; Monaghan, David A.	NOR 8-K filed 02/10/03
176	ACP	E-mail and attachment	2/9/2002	Orme, Kipp	Saks, Scott R.	Schwitzer, William F.; Tyras, Jonathan C.; dawn.a.olson@us.andersen.com; mike.neiman@northwestern.com; Jacobson, Eric; Whitesel, Kurt; Nieman, Michael L.; Buus, Joyynn; Evans, Liz; Monaghan, David A.; craig.f.arends@us.andersen.com	RE: Northwestern Offering Circular
177	ACP	E-mail and attachment	3/7/2002	Buus, Joyynn	Orme, Kipp; Jacobson, Eric; Young, Michael	Whitesel, Kurt	Competition & Business Risks section of MD&A
178	ACP	E-mail and attachment	3/9/2002	Buus, Joyynn	ericdavis@paulhastings.com	Whitesel, Kurt; Orme, Kipp	FW: Description of NOR Debt
179	ACP	E-mail and attachment	3/9/2002	Orme, Kipp	Nieman, Michael L.; Whitesel, Kurt; Buus, Joyynn	Jacobson, Eric; Schrump, Roger	FW: Northwestern Revised MD&A Section
180	ACP	E-mail and attachments	3/9/2002	Orme, Kipp			

Document No.	Privilege Type	Document Type	Date	Author	Recipient	CC	Subject
181	ACP	E-mail and attachments	3/12/2002	Bus, Joylynn	Kline, Scott; Orme, Kipp Whitesel, Kurt; Nieman, Michael L.; Jacobsen, Eric Craig Arends		Joylynn's MD&A Edits
182	ACP	E-mail	3/20/2002	Kline, Scott C.	Bus, Joylynn; Hyland, Richard; Jacobsen, Eric; Orme, Kipp; Young, Michael; Whitesel, Kurt; Dave Olson; Dietrich, Alan; Bus, Joylynn; Hyland, Richard; Jacobsen, Eric; Orme, Kipp; Young, Michael; Whitesel, Kurt; Dave Olson; Dietrich, Alan		RE: Form 10-K Draft
183	ACP	E-mail and attachment	3/21/2002	Bus, Joylynn	Hyland, Richard; Jacobsen, Eric; Orme, Kipp; Young, Michael; Whitesel, Kurt; Kline, Scott; Craig Arends; Dav Olson; Dietrich, Alan		Form 10-K Draft
184	ACP	E-mail and attachment	3/21/2002	Bus, Joylynn	Hyland, Richard; Jacobsen, Eric; Orme, Kipp; Whitesel, Kurt; Young, Michael; Dietrich, Alan; Craig Arends; Dave Olson		FW: NOR 10-K exhibit list (NOR 131455)
185	ACP	E-mail	3/26/2002	Nolander, Jan	Bus, Joylynn; Whitesel, Kurt		RE: NOR 10-K Question discussing PHJW comments
186	ACP	E-mail and attachments	4/1/2002	Bus, Joylynn	Orme, Kipp	Dietrich, Alan; Whitesel, Kurt; Young, Michael; Jacobsen, Eric	FW: Northwestern Corporation 10-K405 Proof Files
187	ACP	E-mail and attachment	5/8/2002	Bus, Joylynn	Orme, Kipp; Jacobsen, Eric; Nieman, Michael L.; Whitesel, Kurt; Craig Arends; Dawn Dexter; Steve Polacek		NW 10-Q Draft
188	ACP	E-mail and attachment	5/8/2002	Jacobsen, Eric	Bus, Joylynn; Orme, Kipp; Nieman, Michael L.; Whitesel, Kurt; Craig Arends; Dawn Dexter; Steve Polacek	Thomas R. Pollock; Scott R. Saks	RE: NW 10-Q Draft
189	ACP	E-mail and attachments	5/9/2002	Jacobsen, Eric	Bus, Joylynn; Orme, Kipp; Whitesel, Kurt		FW: Northwestern 10-Q Draft
190	ACP	E-mail	5/10/2002	Orme, Kipp	Jacobsen, Eric; Bus, Joylynn; Whitesel, Kurt		RE: PHJW 10-Q Review Comments
191	ACP	E-mail and attachment	5/10/2002	Bus, Joylynn	Orme, Kipp; Whitesel, Kurt; Jacobsen, Eric; Steve Polacek; Craig Arends; Dawn Dexter; Steve Kubes; Nieman Michael L.		Revised 10-Q Draft (NOR 187057-187058)
192	ACP	E-mail and attachments	5/10/2002	Jacobsen, Eric	Bus, Joylynn; Orme, Kipp; Whitesel, Kurt		FW: Northwestern 10-Q Draft
193	ACP	E-mail and attachment	5/10/2002	Bus, Joylynn	Whitesel, Kurt; Orme, Kipp Jacobsen, Eric; Nieman, Michael L.; Saks, Scott; Craig Arends; Dawn Dexter; Steve Polacek; Steve Kubes		NW 10-Q Draft
194	ACP	E-mail and attachment	5/10/2002	Bus, Joylynn	Orme, Kipp; Jacobsen, Eric; Whitesel, Kurt; Craig Arends; Dawn Dexter; Steve Polacek; Steve Kubes; Nieman, Michael L.		New 10-Q Draft (MT edit) (CF wording change)
195	ACP	E-mail and attachments	5/10/2002	Bus, Joylynn	Steve Kubes; Dawn Dexter; Whitesel, Kurt		Matrix & Edited Financial Statement Worksheets
196	ACP	E-mail and attachment	5/13/2002	Bus, Joylynn	Steve Polacek; Dawn Dexter; Craig Arends; Steve Kubes; Jacobsen, Eric; Orme, Kipp; Nieman, Michael L.; Whitesel, Kurt; Saks, Scott; Kline, Scott		5/13/02 Northwestern 10-Q Draft

Document No.	Privilege Type	Document Type	Date	Author	Recipient	CC	Subject
197	ACP	E-mail and attachments	5/13/2002	Buss, Joylynn	Steve Pollock; Craig Arends; Dawn Dexter; Steve Kubes; Orme, Kipp; Whitesel, Kurt; Kline, Scott; Jacobsen, Eric; Nieman, Michael L.		NW 10-Q Draft
198	ACP	E-mail and attachments	5/17/2002	Jacobsen, Eric	Buss, Joylynn; Monaghan, David A.; Nieman, Michael L.	Orme, Kipp; Whitesel, Kurt	Draft of Montana Power LLC 10-Q containing PHJW comments
199	ACP	E-mail and attachments	5/17/2002	Vesco, Elaine A	Monaghan, David A.; Whitesel, Kurt; Nieman, Michael L.; Buss, Joylynn; Kunt, Ernest J.; Holton, Scott; Brody, Wilson@us.pwcglobal.com; Kline, Scott; Jacobsen, Eric; Senechal, Ellen M.; Concoran, Patrick R.; Hatley, John D.; Mills, Roger; Irving, Don	Kane, Debbie M.; Jannunen, Joseph S	Second draft of NorthWestern Energy 10-Q
200	ACP	E-mail and attachments	5/17/2002	Jacobsen, Eric	Vesco, Elaine A.; Monaghan, David A	Thomas R. Pollock; Michael Zupporo	RE: Second draft of NorthWestern Energy 10-Q
201	ACP	E-mail	5/24/2002	Hyland, Richard	Jacobsen, Eric; Orme, Kipp; Whitesel, Kurt		FW: NorthWestern Corporation Form S-4
202	ACP	E-mail and attachments	5/28/2002	Orme, Kipp	Nieman, Michael L.; Whitesel, Kurt		FW: Financing plans soliciting comments from Eric Jacobsen
203	ACP	E-mail	6/1/2002	Nieman, Michael L	Buss, Joylynn	Whitesel, Kurt	FW: FW: Item 701 - RE: SEC Comment #54 reflecting comments by Scott Kline
204	ACP	E-mail and attachments	6/3/2002	Nieman, Michael L	Olson, David; Dexter, Dawn	Jacobsen, Eric; Orme, Kipp; Whitesel, Kurt; Monaghan, David A.; Buss, Joylynn	Draft pro forma income statements for updated S-4
205	ACP	E-mail and attachments	6/5/2002	Buss, Joylynn	Kline, Scott	Whitesel, Kurt; Norton, Dale; Nieman, Michael L	Revised MD&A for NorthWestern
206	ACP	E-mail	6/7/2002	Orme, Kipp	Hyland, Richard	Whitesel, Kurt; Jacobsen, Eric	RE: S-4 Status
207	ACP	E-mail and attachments	6/12/2002	Superales, Linda	Nieman, Michael L.; Whitesel, Kurt; Orme, Kipp; Olson, David; Saks, Scott	Buss, Joylynn; Smook, Karen	Financial Statements
208	ACP	E-mail	6/25/2002	Saks, Scott R.	Saks, Scott R.; Whitesel, Kurt; Olson, David	Tyras, Jonathan C.; Hotte, Kara L.	RE: NorthWestern Andersen Assurances Letter
209	ACP	E-mail and attachments	7/9/2002	Buss, Joylynn	Tyras, Jonathan C.; Whitesel, Kurt; Nieman, Michael L.; Olson, David; Arends, Craig	Saks, Scott R.; Hotte, Kara L.	Open S-4 Items
210	ACP	E-mail	7/17/2002	Saks, Scott R.	Orme, Kipp; Saks, Scott R.; Zupporo, Michael	Pollock, Thomas R.; Kline, Scott C.; Jacobsen, Eric; Whitesel, Kurt; Nieman, Michael L.; Monaghan, David A	RE: NorthWestern Energy LLC Reporting Obligations Memo
211	ACP	E-mail and attachments	7/17/2002	Saks, Scott R.	Jacobsen, Eric; Whitesel, Kurt	kipp.orme@northwestern.com	NorthWestern Energy LLC
212	ACP	E-mail and attachments	7/31/2002	Sarrum, Roger	Lewis, Merle; Hyland, Richard; Jacobsen, Eric; Orme, Kipp; Wyche, Paul; Whitesel, Kurt	Rausch, Dan; mswindler@velaw.com	Draft 5 NORCNO Release

Document No.	Privilege Type	Document Type	Date	Author	Recipient	CC	Subject
213	ACP	E-mail and attachments	8/7/2002	Jon Tyas	dick.lyland@northwestern.com; barbara.fornash@northwestern.com; eric.jacobsen@northwestern.com; kipp.orne@northwestern.com; kurt.whitesel@northwestern.com; mike.nieman@northwestern.com; david.monaghan@northwestern.com;joylyn.buas@northwestern.com; karen.smook@northwestern.com; spolacek@deloitte.com; daoison@deloitte.com; icoffman@deloitte.com; bhare@deloitte.com; thomaspollock@paulhastings.com; michaelzuppone@paulhastings.com; williamschwitter@paulhastings.com; jonnyas@paulhastings.com; scotsaks@paulhastings.com; charlespatrizia@paulhastings.com; kevinconboy@paulhastings.com		Northwestern S-4
214	ACP	E-mail	8/7/2002	Nieman, Michael L	Jacobsen, Eric; Orne, Kipp; Whitesel, Kurt		RE: Northwestern S-4
215	ACP	E-mail	8/7/2002	Orme, Kipp	Nieman, Michael L.; Jacobsen, Eric; Whitesel, Kurt		RE: Northwestern S-4
216	ACP	E-mail and attachments	8/8/2002	Tyas, Jonathan C.	dick.lyland@northwestern.com barbara.fornash@northwestern.com eric.jacobsen@northwestern.com kipp.orne@northwestern.com kurt.whitesel@northwestern.com mike.nieman@northwestern.com david.monaghan@northwestern.com joylyn.buas@northwestern.com karen.smook@northwestern.com spolacek@deloitte.com daoison@deloitte.com icoffman@deloitte.com svickman@deloitte.com clifhoffman@deloitte.com bhare thomaspollock@paulhastings.com michaelzuppone@paulhastings.com williamschwitter@paulhastings.com jonnyas@paulhastings.com scotsaks@paulhastings.com charlespatrizia@paulhastings.com kevinconboy@paulhastings.com		Northwestern S-4

Document No.	Privilege Type	Document Type	Date	Author	Recipient	CC	Subject
217	ACP	E-mail and attachments	8/9/2002	Tyras, Jonathan C.	dick.hyland@northwestern.com barbara.fornash@northwestern.com eric.jacobsen@northwestern.com kipp.orne@northwestern.com kurt.whitesel@northwestern.com mike.nieman@northwestern.com david.monaghan@northwestern.com joeylyn.buss@northwestern.com karen.smook@northwestern.com spolack@deloitte.com dason@deloitte.com jcoffon@deloitte.com svickman@deloitte.com chhoffman@deloitte.com bhare@deloitte.com carends@deloitte.com thomaspollock@paulhastings.com michaelzapone@paulhastings.com williamschwiter@paulhastings.com jontyras@paulhastings.com scottsaks@paulhastings.com charlespatrizia@paulhastings.com kevinconboy@paulhastings.com	Norton, Dale; Whitesel, Kurt; Orme, Kipp; Nieman, Michael L.	NW 10-Q Draft
218	ACP	E-mail and attachment	8/9/2002	Buss, Joeylyn	Craig Arends; Steve Polack; mamuelier@deloitte.com Jacobsen, Eric; Tyras, Joni Saks, Scott, Kline, Scott	Whitesel, Kurt; Norton, Dale Orme, Kipp; Nieman, Michael L.	NW 10-Q Draft (Edited)
219	ACP	E-mail and attachments	8/10/2002	Fornash, Barbara	Dierich, Alan; Whitesel, Kurt; Nieman, Michael L.; Young, Michael	Lewis, Merle; Hyland, Richard; Jacobsen, Eric; Orme, Kipp; thomaspollock@paulhastings.com; Dewey, Irene; Smook, Karen; bsrnith@glawfirm.com Randen, Paula	Meetings for NOR 10Q filing
220	ACP	E-mail and attachments					

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221	ACP	E-mail and attachments	8/10/2002	Tyras, Jonathan C.	click.lyland@northwestern.com barbara.fornash@northwestern.com eric.jacobsen@northwestern.com kipp.orne@northwestern.com kurt.whitesel@northwestern.com mike.nieman@northwestern.com david.moran@northwestern.com joylyn.buss@northwestern.com karen.smook@northwestern.com spolacek@deloitte.com daolson@deloitte.com jcollton@deloitte.com svickman@deloitte.com clhofman@deloitte.com bhare@deloitte.com carends@deloitte.com thomas.spolack@paulhastings.com michaels.zupone@paulhastings.com williamschwiter@paulhastings.com jonnytyras@paulhastings.com scott.saks@paulhastings.com charles.patriza@paulhastings.com kevin.conboy@paulhastings.com		Northwestern Form S-4 containing comments from Jon Tyras
222	ACP	E-mail and attachment	8/12/2002	Norton, Date Saks, Scott F.	Whitesel, Kurt kipp.orne@northwestern.com mike.nieman@northwestern.com kurt.whitesel@northwestern.com spolacek@deloitte.com daolson@deloitte.com carends@deloitte.com	Tyras, Jonathan C.	FW: NOR 100 reflecting Scott Kline's comments Northwestern SEC Response Memo
223							

<u>Document No.</u>	<u>Privilege Type</u>	<u>Document Type</u>	<u>Date</u>	<u>Author</u>	<u>Recipient</u>	<u>CC</u>	<u>Subject</u>
224	ACP	E-mail and attachments	8/12/2002	Tyras, Jonathan C.	dick.ryland@northwestern.com barbara.fornash@northwestern.com eric.jacobson@northwestern.com kipp.orne@northwestern.com kurt.whitesel@northwestern.com mike.niemann@northwestern.com david.monaghan@northwestern.com joeylin.duus@northwestern.com karen.smook@northwestern.com spolacsek@deloitte.com daolson@deloitte.com jcoffon@deloitte.com svickman@deloitte.com chhoffman@deloitte.com bhare@deloitte.com carends@deloitte.com thomaspollock@paulhastings.com michaelzuppone@paulhastings.com williamschwitzer@paulhastings.com jontyras@paulhastings.com scottsaks@paulhastings.com charlespatrizia@paulhastings.com kevinconboy@paulhastings.com		Northwestern Form S-4
225	ACP	E-mail and attachment	8/12/2002	Fornash, Barbara	thomaspollock@paulhastings.com Smook, Karen	Whitesel, Kurt	Responses to Northwestern 10-Q Due Diligence Checklist(v4)
226	ACP	E-mail and attachment	8/12/2002	Norton, Dale	Kendall G. Kliever, Whitesel, Kurt		FW: NOR 10Q reflecting comments by Scott Kline
227	ACP	E-mail and attachment	8/13/2002	Smook, Karen	Lewis, Merle; Orme, Kipp; Jacobsen, Eric; Whitesel, Kurt; Fornash, Barbara	Pollock, Tom	Responses to NOR 10-Q Due Diligence Checklist(v5)
228	ACP	E-mail and attachments	8/13/2002	Saks, Scott R.	Orme, Kipp; Jacobsen, Eric; Whitesel, Kurt; Nieman, Mike; Hoffman, Cliff; Polacek, Steve; Olson, David; Arends, Craig	Lewis, Merle; Orme, Kipp; Jacobsen, Eric; Whitesel, Kurt; Fornash, Barbara	RE: Responses to NOR 10-Q Due Diligence Checklist(v5)RE: Responses to NOR 10-Q Due Diligence Checklist(v5)
229	ACP	E-mail	8/13/2002	Polacek, Steven L.	Orme, Kipp; Whitesel, Kurt; Saks, Scott; Tyras, Jon	Hoffman, Cliff	NorthWestern SEC Response Memo
230	ACP	E-mail and attachments	8/13/2002	Tyras, Jonathan C.	Hyland, Richard; Fornash, Barbara; Jacobsen, Eric; Orme, Kipp; Whitesel, Kurt; Nieman, Mike; Monaghan, David; Buus, Joeylin; Smook, Karen; Polacek, Steve; Olson, David; Cotton, J.; Vickman, S.; Hoffman, Cliff; Hare, B.; Pollock, Tom; Zuppone, Michael; Schwitzer, William; Tyras, Jon; Saks, Scott; Patrizia, Charles; Conboy, Kevin; Randen, Paula	ScottKline@paulhastings.com scott.horton@us.pwcglobal.com	Northwestern Form S-4
231	ACP	E-mail and attachments					
232	ACP	E-mail and attachments	8/13/2002	Norton, Dale	Kendall G. Kliever	Whitesel, Kurt	FW: Northwestern Form S-4 reflecting comments from Scott Kline

Document No.	Privilege Type	Document Type	Date	Author	Recipient	CC	Subject
233	ACP	E-mail and attachments	8/14/2002	Norton, Dale	Orme, Kipp; Jacobsen, Eric; Klawer, Kendall; Kline, Scott; Saks, Scott; Arends, Craig; Polacek, Steven	Whitesel, Kurt	FW: Northwestern Corporation 10-Q Proof Files
234	ACP	E-mail and attachments	8/14/2002	Tyras, Jonathan C.	Kurt Whitesel; Nieman, Michael; Kline, Scott; Norton, Dale; NYCcust@merillcoip.com	Robert Lawrence	Northwestern Corporation 10-Q Proof Files
235	ACP	E-mail and attachments	8/14/2002	Orme, Kipp	Whitesel, Kurt; Nieman, Michael L.; Newell, Daniel		FW: Memorandum re. Class B Common Stock of Blue Dot Services Inc. and Expansys, Inc.
236	ACP/AWP	Attachment	8/15/2002				Northwestern S-4 draft containing PHJW comments
237	ACP	E-mail and attachments	8/15/2002	Gerrard, Nicole	Kindt, Ernie; Orme, Kipp; Whitesel, Kurt	Smook, Karen; Randen, Paula	Documents for signature
238	ACP	E-mail	8/15/2002	Gjoraa, Travis	Nieman, Michael L.; Tyras, Jon; Saks, Scott; Arends, Craig	Orme, Kipp; Whitesel, Kurt	Open items on S-4 and Comment Letter from 8/15/02 Call
239	ACP	E-mail and attachments	8/16/2002	Tyras, Jonathan C.	Jacobsen, Eric; Orme, Kipp; Nieman, Michael; Whitesel, Kurt; Gjoraa, Travis; Smook, Karen; Randen, Paula; Pollock, Thomas; Schwiter, William; Saks, Scott; Kline, Scott; Zuppone, Michael; Arends, Craig; Polacek, Steve; Olson, David; Hoffman, Cliff		Northwestern S-4 draft
240	ACP	E-mail and attachments	8/16/2002	Tyras, Jonathan C.	Jacobsen, Eric; Orme, Kipp; Nieman, Michael; Whitesel, Kurt; Gjoraa, Travis; Smook, Karen; Randen, Paula; Pollock, Thomas; Schwiter, William; Saks, Scott; Kline, Scott; Zuppone, Michael; Arends, Craig; Polacek, Steve; Olson, David; Hoffman, Cliff		Revised drafts of Northwestern S-4 (clean and marked up versions)
241	ACP	E-mail and attachments	8/16/2002		Jacobsen, Eric; Orme, Kipp; Nieman, Michael; Whitesel, Kurt; Gjoraa, Travis; Smook, Karen; Randen, Paula; Pollock, Thomas; Schwiter, William; Saks, Scott; Kline, Scott; Zuppone, Michael; Arends, Craig; Polacek, Steve; Olson, David; Hoffman, Cliff		Revised drafts of Northwestern S-4 (clean and marked up versions)
242	ACP	E-mail and attachments	8/16/2002	Tyras, Jonathan C.	Whitesel, Kurt		FW: Files for S-4 Update
243	ACP	E-mail	8/16/2002	Orme, Kipp	Hoffman, Cliff	Whitesel, Kurt; Tyras, Jon; Polacek, Steven L.	FE: being responsive to sec comment 9
244	ACP	E-mail	8/16/2002	Orme, Kipp	Whitesel, Kurt		FW: being responsive to sec comment 9 reflecting e-mails sent to Jon Tyras
245	ACP	E-mail and attachments	8/23/2002	Knapp, Tom	Aasy, John P (Pat); Dietrich, Alan; Jacobsen, Eric; Kovash, Keith K.; Lopach, Dennis; Nieman, Michael P.; Nieman, Michael L.; Nolander, Jan; Orme, Kipp; Reardon, Pat; VanCamp, John; Walsh, Richard P.; Whitesel, Kurt; Young, Michael	Hanson, Mike	Time and Responsibility Checklist for Going Flat Closing

<u>Document No.</u>	<u>Privilege Type</u>	<u>Document Type</u>	<u>Date</u>	<u>Author</u>	<u>Recipient</u>	<u>CC</u>	<u>Subject</u>
	ACP	E-mail and attachments	8/29/2002	Tyras, Jonathan C.	Jacobsen, Eric; Orme, Kipp; Nieman, Mike; Polacek, Steve; Olson, David; Hoffman, Cliff; Arends, Craig; Pollock, Thomas; Zuppone, Michael; Schwilke, William; Tyras, Jon; Saks, Scott; Kline, Scott		Northwestern S-4 Draft
246	ACP	E-mail and attachments	8/30/2002	Tyras, Jonathan C.	Jacobsen, Eric; Orme, Kipp; Nieman, Mike; Polacek, Steve; Olson, David; Hoffman, Cliff; Arends, Craig; Pollock, Thomas; Zuppone, Michael; Schwilke, William; Tyras, Jon; Saks, Scott; Kline, Scott		Revised drafts of Northwestern response letter and various amendments to form S-4
247	ACP	E-mail and attachment	8/30/2002	Orme, Kipp	Jacobsen, Eric; Orme, Kipp; Nieman, Mike; Polacek, Steve; Olson, David; Hoffman, Cliff; Arends, Craig; Pollock, Thomas; Zuppone, Michael; Schwilke, William; Tyras, Jon; Saks, Scott; Kline, Scott		Revised drafts of Northwestern response letter
248	ACP	E-mail and attachment	9/3/2002	Randen, Paula	Whitesel, Kurt		
249	ACP	E-mail attachment	9/6/2002	Orme, Kipp	Tyras, Jonathan C.	Whitesel, Kurt; Nieman, Michael L.; Jacobsen, Eric	FW: NOR financial statements reflecting comments from Jon Tyras RE: Northwestern S-4 - Amendment No. 3
250	ACP	E-mail and attachment	9/9/2002	Tyras, Jonathan C.	Orme, Kipp; Jacobsen, Eric; Nieman, Mike; Whitesel, Kurt; Pollock, Thomas; Schwilke, William; Zuppone, Michael; Saks, Scott R.; Kline, Scott C.		NOR Form 10-K/A draft
251	ACP	E-mail	9/9/2002	Tyras, Jonathan C.	Orme, Kipp; Jacobsen, Eric; Nieman, Mike; Whitesel, Kurt; Pollock, Thomas; Schwilke, William; Zuppone, Michael; Saks, Scott R.; Kline, Scott C.		NOR 10-K/A draft
252	ACP	E-mail and attachment	9/10/2002	Tyras, Jonathan C.	Orme, Kipp; Jacobsen, Eric; Nieman, Mike; Whitesel, Kurt; Pollock, Thomas; Schwilke, William; Zuppone, Michael; Saks, Scott R.; Kline, Scott C.		NOR June 30, 2002 Form 10-Q/A
253	ACP	E-mail and attachment	9/10/2002	Tyras, Jonathan C.	Orme, Kipp; Jacobsen, Eric; Nieman, Mike; Whitesel, Kurt; Pollock, Thomas; Schwilke, William; Zuppone, Michael; Saks, Scott R.; Kline, Scott C.		Northwestern June 30, 2002 Form 10-Q/A
254	ACP	E-mail and attachments	9/10/2002	Tyras, Jonathan C.	Hoffman, Cliff; Polacek, Steve; Arends, Craig	Orme, Kipp; Whitesel, Kurt	Amended Form 10-K and Forms 10-Q
255	ACP	E-mail	9/10/2002	Tyras, Jonathan C.	Orme, Kipp; Jacobsen, Eric; Nieman, Michael L.; Whitesel, Kurt; Pollock, Thomas; Schwilke, William; Zuppone, Michael; Saks, Scott; Kline, Scott		Northwestern March 31, 2002 Form 10-Q/A
256							

Document No.	Privilege Type	Document Type	Date	Author	Recipient	CC	Subject
257	ACP	E-mail	9/10/2002	Tyras, Jonathan C.	Orme, Kipp; Jacobsen, Eric; Nieman, Michael L.; Whitesel, Kurt; Pollock, Thomas; Schwilke, William; Zupporo, Michael; Saks, Scott; Kline, Scott		NOR March 31, 2002 Form 10-Q/A
258	ACP	E-mail	9/10/2002	Tyras, Jonathan C.	Orme, Kipp; Jacobsen, Eric; Nieman, Michael L.; Whitesel, Kurt; Pollock, Thomas; Schwilke, William; Zupporo, Michael; Saks, Scott; Kline, Scott		NOR 10-K/A circle up
259	ACP	E-mail	9/9/2002	Tyras, Jonathan C.	Orme, Kipp; Jacobsen, Eric; Nieman, Michael L.; Whitesel, Kurt; Pollock, Thomas; Schwilke, William; Zupporo, Michael; Saks, Scott; Kline, Scott		NOR Form 10-K/A
260	ACP	E-mail and attachments	9/10/2002	Orme, Kipp	Tyras, Jonathan C.	Monaghan, David A., Whitesel, Kurt	FW: Montana acquisition purchase price allocation
261	ACP	E-mail	9/10/2002	Arends, Craig	Whitesel, Kurt; Tyras, Jonathan C.; Orme, Kipp	Hoffman, Cliff; Polacek, Steven L.	RE: March 31, 2002 financial statements
262	ACP	E-mail and attachments	9/14/2002	Tyras, Jonathan C.	Orme, Kipp; Jacobsen, Eric; Nieman, Michael L.; Whitesel, Kurt; Pollock, Thomas; Schwilke, William; Michael, Saks, Scott; Kline, Scott; Arends, Craig; Polacek, Steven; Hoffman, Cliff		NOR December 31, 2001 Form 10-K/A
263	ACP	E-mail and attachments	9/16/2002	Tyras, Jonathan C.	Orme, Kipp; Jacobsen, Eric; Nieman, Michael L.; Whitesel, Kurt; Pollock, Thomas; Schwilke, William; Zupporo, Michael; Saks, Scott; Kline, Scott	Hoffman, Cliff; Polacek, Steve; Arends, Craig	FW: NOR December 31, 2001 Form 10-K/A reflecting comments from Jon Tyras (redacted and produced at NOR 467911-467912)
264	ACP	E-mail	9/18/2002	Polacek, Steven L.	Whitesel, Kurt; Hoffman, Cliff	Hare, Brett	Form 10-Q/A for March 31, 2002
265	ACP	E-mail	9/18/2002	Tyras, Jonathan C.	Jacobson, Eric; Orme, Kipp; Whitesel, Kurt; Nieman, Mike; Hoffman, Cliff; Polacek, Steven; Arends, Craig	Arends, Craig	RE: Form 10-Q/A for March 31, 2002
266	ACP	E-mail	9/18/2002	Arends, Craig	Whitesel, Kurt	Pollock, Thomas R.; Patricia, Charles A.; Schwilke, William F.; Zupporo, Michael; Saks, Scott R.; Kline, Scott C.; Pellegrino, Jeffrey	Exchange Offer
267	ACP	E-mail and attachments	9/19/2002	Tyras, Jonathan C.	Orme, Kipp; Jacobsen, Eric; Nieman, Mike; Whitesel, Kurt; Pollock, Thomas; Schwilke, William; Zupporo, Michael; Saks, Scott; Kline, Scott C.; Hoffman, Cliff; Polacek, Steven; Arends, Craig		RE: Form 10-Q/A for March 31, 2002
268	ACP	E-mail and attachments	9/19/2002	Tyras, Jonathan C.	Orme, Kipp; Jacobsen, Eric; Nieman, Mike; Whitesel, Kurt; Pollock, Thomas; Schwilke, William; Zupporo, Michael; Saks, Scott; Kline, Scott C.; Hoffman, Cliff; Polacek, Steven; Arends, Craig	Smook, Karen	Form 10-Q/A for March 31, 2002
269	ACP	E-mail	9/19/2002	Tyras, Jonathan C.	Whitesel, Kurt	Orme, Kipp; Arends, Craig; Smook, Karen; Zupporo, Michael	NOR December 31, 2001 Form 10-K/A
270	ACP	E-mail	9/19/2002	Tyras, Jonathan C.	Whitesel, Kurt		CornerStone language

Document No.	Privilege Type	Document Type	Date	Author	Recipient	CC	Subject
	ACP	E-mail and attachments	9/19/2002	Tyras, Jonathan C.	Orme, Kipp; Jacobsen, Eric; Nieman, Mike; Whitesel, Kurt; Pollock, Thomas; Schwiter, William; Zuppone, Michael; Saks, Scott; Kline, Scott C.; Hoffman, Cliff; Polacek, Steven; Arends, Craig	Smook, Karen; Randen, Paula	Form 10-Q/A for June 30, 2002
271	ACP	E-mail and attachment	9/19/2002	Schrum, Roger	Lewis, Merle; Hyland, Richard; Orme, Kipp; Jacobsen, Eric	Wyche, Paul; Whitesel, Kurt; Kline, Scott; Ng, Emilie	Re Audit News Release Draft
272	ACP	E-mail and attachments	9/19/2002	Orme, Kipp	Dewey, Irene	Lewis, Merle; Jacobsen, Eric; Hyland, Richard; Whitesel, Kurt; Pollock, Thomas R.	Audit Committee Material
273	ACP	E-mail	9/19/2002	Tyras, Jonathan C.	kipp.orme@northwestern.com kurt.whitesel@northwestern.com spolacek@deloitte.com carends@deloitte.com	Kline, Scott C. mike.nieman@northwestern.com	10-Q/A and 10-Q/As
274	ACP	E-mail	9/19/2002	Kline, Scott C.	Zuppone, Michael; Kurt Whitesel; Kipp, Orme; carends@deloitte.com; Zuppone, Michael; Whitesel, Kurt; Orme, Kipp; carends@deloitte.com	Tyras, Jonathan C.	NOI re-audit Form 8-K Item 5
275	ACP	E-mail and attachment	9/20/2002	Tyras, Jonathan C.	carends@deloitte.com clhoffman@deloitte.com spolacek@deloitte.com	kurt.whitesel@northwestern.com kipp.orme@northwestern.com paula.randen@northwestern.com karen.smook@northwestern.com	Reaudit financial statements
276	ACP	E-mail	9/20/2002	Orme, Kipp	Kline, Scott C. Zuppone, Michael Whitesel, Kurt carends@deloitte.com	Tyras, Jonathan C. Jacobsen, Eric	RE: NOI re-audit Form 8-K Item 5
277	ACP	E-mail	9/20/2002	Arends, Craig	kurt.whitesel@northwestern.com	johntyras@paulastings.com kipp.orme@northwestern.com humble, Graham (AU - Perth) Hoffman, Cliff (US - Minneapolis) Polacek, Steven L. (US - Minneapolis) Hare, Brett (US - Minneapolis)	Filings
278					scotkline@paulastings.com	Orme, Kipp Whitesel, Kurt	Noon Draft
279	ACP	E-mail and attachment	9/20/2002	Schrum, Roger		Hoffman, Cliff (US - Minneapolis) Polacek, Steven L. (US - Minneapolis) Whitesel, Kurt	RE: Filings reflecting conversation with Jon Tyras
280							
281	ACP	E-mail and attachment	9/24/2002	Oen, Terr L.	chris.fonss@northwestern.com kurt.whitesel@northwestern.com	Morisco, Scott E Lapenz, Richard J Andersen, Tim J	Tax Opinion for Acquisition Costs related to Montana Power

<u>Document No.</u>	<u>Privilege Type</u>	<u>Document Type</u>	<u>Date</u>	<u>Author</u>	<u>Recipient</u>	<u>CC</u>	<u>Subject</u>
282	ACP	E-mail and attachments	9/26/2002	Tyras, Jonathan C.	eric.jacobson@northwestern.com kipp.ornie@northwestern.com mike.nieman@northwestern.com kurt.whitesel@northwestern.com emilie.ng@northwestern.com travis.gloras@northwestern.com paula.rarden@northwestern.com karen.smook@northwestern.com	Pollock, Thomas R. Schwiter, William F. Zuppone, Michael Saks, Scott R. Kline, Scott C. Opich, Joseph P. Patrizia, Charles A. cliffman@deloitte.com spolacek@deloitte.com carends@deloitte.com bhare@deloitte.com scott.holton@us.pwcglobal.com	NorthWestern prospectus supplement
283	ACP	E-mail and attachment	9/27/2002	Shoesmith, Thomas M.	kurt.whitesel@northwestern.com	Gerrard, Nicole	FW: NOR Memo
284	ACP	E-mail and attachment	10/1/2002	Gerrard, Nicole	Whitesel, Kurt	Zuppone, Michael Shoesmith, Thomas M. Pollock, Thomas R.	RE: Memo Re Section 302 Certification
285	ACP	E-mail and attachment	10/2/2002	Gerrard, Nicole	kurt.whitesel@northwestern.com	Zuppone, Michael Shoesmith, Thomas M. Pollock, Thomas R.	Timeline for Compliance with Sarbanes-Oxley
286	ACP	E-mail and attachments	10/9/2002	Hong, Jennifer L.	Whitesel, Kurt Dietrich, Alan Tom Krapp Michael P. Manion Monaghan David Lopach, Dennis Young, Michael	Patrizia, Charles A. Gerrard, Nicole Kline, Scott C. Sachs, Omit McCarrick, James Voytek, Michael Irving, Euclid A.	FERC Application for Assumption of MPC Debt
287	ACP	E-mail and attachments	10/10/2002	Krapp, Tom	Whitesel, Kurt	Nieman, Michael L. jenniferhong@paulhastings.com	FW: FERC Application for Assumption of MPC Debt
288	ACP	E-mail	10/10/2002	Krapp, Tom	Nieman, Michael L.	Whitesel, Kurt	FW: FERC Application for Assumption of MPC Debt
289	ACP	E-mail and attachments	10/16/2002	Hong, Jennifer L.	Staudinger, Gary V Krapp, Tom Manion, Michael P Lopach, Dennis Corcoran, Patrick R Whitesel, Kurt Dietrich, Alan Monaghan David (E-mail) Young, Michael	Patrizia, Charles A. Gerrard, Nicole Kline, Scott C. Sachs, Omit McCarrick, James Voytek, Michael Irving, Euclid A.	Revised FERC Securities Application

Document No.	Privilege Type	Document Type	Date	Author	Recipient	CC	Subject
290	ACP	E-mail and attachments	10/18/2002	Tribble, Kimberly (Kim) S.	eric.jacobsen@northwestern.com kipp.ome@northwestern.com rick.walsh@northwestern.com alan.dietrich@northwestern.com mike.manion@northwestern.com dennis.lopach@northwestern.com pat.asay@northwestern.com pat.reardon@northwestern.com emilie.ng@northwestern.com roger.schrum@northwestern.com donna.header@northwestern.com michael.young@northwestern.com mark.thompson@northwestern.com michael.neiman@northwestern.com kurt.whitesel@northwestern.com jan.nolander@northwestern.com john.vancamp@northwestern.com keith.kovash@northwestern.com s.ruffatto@crowleylaw.com thompson@crowleylaw.com mdyre@crowleylaw.com	Ivring, Eucida A. tom.knapp@northwestern.com Voytek, Michael	Going Fiat Time and Responsibility Checklist

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291	ACP	E-mail and attachments	10/25/2002	Tribble, Kimberly	eric.jacobsen@northwestern.com kipp.orne@northwestern.com rick.walsh@northwestern.com alan.dietrich@northwestern.com michael.manton@northwestern.com dennis.kopach@northwestern.com pat.asay@northwestern.com pat.reardon@northwestern.com emilie.ng@northwestern.com roger.schrum@northwestern.com donna.header@northwestern.com michael.young@northwestern.com mark.thompson@northwestern.com mike.neiman@northwestern.com kurt.whitesel@northwestern.com jan.nolander@northwestern.com john.vancamp@northwestern.com keith.kovash@northwestern.com sruffato@crowleylaw.com thomson@crowleylaw.com mdye@crowleylaw.com living.Eucild.A. tom.knapp@northwestern.com Patrizia, Charles A. Hong, Jennifer L. Scharfberg, William P. Rushton, Lisa K. Crowe, Christine M. McCarrick, James Sachs, Omri Bayleat, Douglas R. Conboy, Kevin Schwartz, Melissa C. Coddon, Eve Gibau-Heyman, Sharyn DeGrandis, Bill D. Kline, Scott C. Gerard, Nicole Altopelli, John J.	Voytek, Michael Levin, Janice E.	NorthWestern/Restructuring of NorthWestern Energy
292	ACP	E-mail and attachments	10/25/2002	Dietrich, Alan	Whitesel, Kurt Coleman, Patrick		Disclosure Policy

<u>Document No.</u>	<u>Privilege Type</u>	<u>Document Type</u>	<u>Date</u>	<u>Author</u>	<u>Recipient</u>	<u>CC</u>	<u>Subject</u>
293	ACP	E-mail and attachment	11/4/2002	Niemann, Michael L	Fortnash, Barbara Lewis, Merle Hyland, Richard john.charters@expanets.com Hanson, Mike (CEO) Newell, Daniel Jacobsen, Eric Omre, Klipp VarCamp, John Whitesel, Kurt Fresia, Rick Monaghan, David A Kennedy, Rob Schrump, Roger Gjoraas, Travis Ng, Emilie	Dewey, Irene loriya.price@expanets.com Bohrer, Corinne Wilson, Nicole Smock, Karen Bohrer, Kelly Randen, Paula Larkin, Emily Janke, Brenna	September 2002 Management Report Draft

<u>Document No.</u>	<u>Privilege Type</u>	<u>Document Type</u>	<u>Date</u>	<u>Author</u>	<u>Recipient</u>	<u>CC</u>	<u>Subject</u>
294	ACP	E-mail and attachment	11/4/2002	Shewalter, Patricia	Eric R. Jacobsen (E-mail) Kipp D. Orme (E-mail) Richard P. Walsh (E-mail) Alan D. Dietrich (E-mail) Michael P. Manion (E-mail) Dennis Lopach (E-mail) Pat Assy (E-mail) Pat Beardon (E-mail) Emilie NG (E-mail) Roger Schrum (E-mail) Dorna Header (E-mail) Michael Young (E-mail) Mark Thompson (E-mail) Mike Nieman (E-mail) Kurt Whitesel (E-mail) Jan Noland (E-mail) John Van Camp (E-mail) Keith Kovash (E-mail) Steve Ruffatto (E-mail) Leslie Thomson (E-mail) Mary Dye (E-mail) Irving, Euclid A. Thomas Knapp (E-mail) Patrizia, Charles A. Hong, Jennifer L. Scharfenberg, William P. Rushon, Lisa K. Crowe, Christine M. McCarrick, James Sachs, Omri Balveat, Douglas R. Conboy, Kevin Schwartz, Melissa C. Cotton, Eve Gibau-Heyman, Sharyn DeGardis, Bill D. Kline, Scott C. Gerrard, Nicole Altorelli, John J.	Voytek, Michael Levin, Janice E.	
295	ACP	E-mail	11/4/2002	Orme, Kipp	Lewis, Merle Hyland, Richard Jacobsen, Eric Schrum, Roger Whitesel, Kurt Nieman, Michael L. Ng, Emilie Gjoraa, Travis		FW: 3rdQ letter from the CFO
296	ACP	E-mail	11/7/2002	Schrum, Roger	Lewis, Merle Hyland, Richard Orme, Kipp Jacobsen, Eric Whitesel, Kurt Nieman, Michael L.	Lydc, Tammy Fortnash, Barbara scottkline@paulastings.com johnlyras@paulastings.com	10 p.m. Draft Third Quarter Results

Document No.	Privilege Type	Document Type	Date	Author	Recipient	CC	Subject
	ACP	E-mail	11/7/2002	Grisee, Deborah	Donovan, Kristine Foark, Teri Kaufman, Curt Waltman, Kristi Vesco, Elaine A	Whitesel, Kurt Jacobsen, Eric Orme, Kipp Klewer, Kendall Fresia, Rick Kennedy, Rob Monaghan, David A Niemann, Michael L jontyres@paulastings.com thomaspolack@paulastings.com	100 draft
297	ACP	E-mail	11/8/2002	Gerrard, Nicole	kurt.whitesel@northwestern.com	eric.jacobsen@northwestern.com Pollock, Thomas R.	NOR - Memos to Disclosure Committee and Sub-Committees re 10-Q
298	ACP	E-mail	11/9/2002	Orme, Kipp	Bruce Smith; Gary Drook; Hyland, Richard; Jerry Johnson; Larry Ness; Lewis, Merle; Marilyn Seymann; Randy Darcy	Jacobsen, Eric; Smoak, Karen; Candy Boud; Diane Dutcher; Irene Fellner; Peg Richter; Suzette Burton; Fornash, Barbara; Dewey, Irene; Whitesel, Kurt	9/30/02 100 Sarbanes-Oxley Compliance
299	ACP	E-mail and attachment	11/9/2002	Jacobsen, Eric	Whitesel, Kurt; Dietrich, Alan; Hanson, Mike; Monaghan, David A; Young, Michael; Charters, John; Fresia, Rick; Atkinson, Tim; Newell, Daniel; Kennedy, Rob; Snider, Mark; Devoe, Michael	Orme, Kipp	FW: Disclosure Comm & Sarbanes Oxley
300	ACP	E-mail	11/9/2002	Grisee, Deborah	Randen, Paula	Whitesel, Kurt	FW: Riders for 10-Q draft reflecting comments from Jon Tyas
301	ACP	E-mail	11/9/2002	Grisee, Deborah	Randen, Paula	Whitesel, Kurt	FW: Final rider for 10-Q draft reflecting comments from Jon Tyas
302	ACP	E-mail and attachments	11/11/2002	Showalter, Patricia	Eric R. Jacobsen; Kipp D. Orme; Richard P. Walsin; Alan D. Dietrich; Michael P. Meannon; Dennis Logach; Pat Asay; Pat Reardon; Emile NG; Roger Schram; Donna Header; Michael Young; Mark Thompson; Mike Neiman; Kurt Whitesel; Jan Noland; John Van Camp; Keith Kovash; Steve Ruffatto; Leslie Thomson; Mary Dye; Irving, Euclid A.; Thomas Krapp; Patricia; Charles A.; Hong, Jennifer L.; Scharfberg, William P.; Rushton, Lisa K.; Crowe, Christine M.; McCarrick, James; Sachs, Omri; Balyeat, Douglas R.; Conboy, Kevin; Schwartz, Melissa C.; Coddon, Eve; Gibalt-Heyman, Sharyn; Degrandis, Bill D.; Kline, Scott C.; Gerrard, Nicole; Altorelli, John J.; Shmulewitz, Jennifer	Voytek, Michael Levry, Janice E.	Revised Time and Responsibility Checklist
303	ACP	E-mail	11/11/2002	Tyres, Jonathan C.	Paula Randen; Deb Grisee; kurt.whitesel@northwestern.com	Kline, Scott C.	FW: 10-Q
304	ACP	E-mail and attachment	11/11/2002	Tyres, Jonathan C.	Paula Randen; Deb Grisee; kurt.whitesel@northwestern.com	Kline, Scott C.	FW: 10-Q - second set of comments
305	ACP	E-mail and attachments	11/12/2002	Niemann, Michael L	Orme, Kipp; Whitesel, Kurt; Ng, Emilee; kevincorbooy@paulastings.com	Jacobsen, Eric	CSFB - Q3 compliance draft
306	ACP	E-mail and attachments	11/12/2002	Smoak, Karen	Jacobsen, Eric; Orme, Kipp; Whitesel, Kurt; Dietrich, Alan	Randen, Paula Bohrer, Kelly	Memos and Certifications to Disclosure Committee and Sub-Co
307	ACP	E-mail and attachments	11/12/2002	Kline, Scott C.	kurt.whitesel@northwestern.com	Tyres, Jonathan C.; Paula Randen; Deb Grisee	FW: NOR Third Quarter 10Q draft
308	ACP	E-mail and attachments	11/12/2002	Kline, Scott C.	kurt.whitesel@northwestern.com	Tyres, Jonathan C.; Paula Randen; Deb Grisee	FW: NOR Third Quarter 10Q draft

Document No.	Privilege Type	Document Type	Date	Author	Recipient	CC	Subject
309	ACP	E-mail	11/13/2002	Orme, Kipp	Whitesel, Kurt		FW: NOR Third Quarter 10Q draft reflecting comments by Eric Jacobsen
310	ACP	E-mail and attachments	11/13/2002	Young, Michael	Hanson, Mike; Monaghan, David A	Whitesel, Kurt	Energy Subcommittee Revisions to Volume 3 of 10-Q
311	ACP	E-mail and attachment	11/13/2002	Hanson, Mike (CEO)	Whitesel, Kurt; Young, Michael		RE: NOR Third Quarter 10Q draft
312	ACP	E-mail and attachments	11/13/2002	Smook, Karen	Jacobson, Eric; Orme, Kipp; Whitesel, Kurt; Dietrich, Alan	Randen, Paula Barber, Kelly	V3-Memos and Certifications to Disclosure Committee and Sub-Committees
313	ACP	E-mail and attachment	11/13/2002	Young, Michael	Jacobson, Eric; Whitesel, Kurt; Orme, Kipp	Hanson, Mike (CEO) Monaghan, David A	Energy Subcommittee Comments
314	ACP	E-mail	11/13/2002	Tyras, Jonathan C.	Deborah Giese (E-mail) kurt.whitesel@northwestern.com	Kline, Scott C.	10-Q - additional comments
315	ACP	E-mail and attachments	11/13/2002	Young, Michael	Jacobson, Eric Orme, Kipp Whitesel, Kurt thomaspollock@paulhasings.com scotkline@paulhasings.com	Hanson, Mike (CEO) Monaghan, David A	Energy Subcommittee Revisions to NOR 10-Q
316	ACP	E-mail and attachments	11/14/2002	Giese, Deborah	Whitesel, Kurt Randen, Paula	Hanson, Mike (CEO) thomaspollock@paulhasings.com scotkline@paulhasings.com	Energy Subcommittee - Unredacted Power Supply Contracts
317	ACP	E-mail and attachments	11/14/2002	Randen, Paula	Whitesel, Kurt; Giese, Deborah; Kiewer, Kendall; jon.tyras@paulhasings.com; scott.kline@paulhasings.com		FW: Riders for 10-Q markup reflecting comments from Tom Knaapp
318	ACP	E-mail and attachments	11/18/2002	McCarroll, James	Thomas Knaapp; Michael Hanson; Michael Nieman; Kurt Whitesel	Irving, Eucida A.; Sachs, Omit; Voytek, Michael; Kipp Orme	Redraft of Hanson letter
319	ACP	E-mail and attachments	11/19/2002	Tyras, Jonathan C.	kipp.orme@northwestern.com	karen.smook@northwestern.com kurt.whitesel@northwestern.com	Northwestern 10-Q/A
320	ACP	E-mail and attachments	11/26/2002	Dietrich, Alan	Whitesel, Kurt scotkline@paulhasings.com	Nieman, Michael L	FW: S-3 and FERC Authority
321	ACP	E-mail	12/5/2002	Dietrich, Alan	Vejlante, Riegge	Orme, Kipp Whitesel, Kurt	RE: Bank Financing for Expanses: Legal Due Diligence Items
322	ACP	E-mail and attachments	12/5/2002	Nieman, Michael L	Nieman, Michael; Lewis, Merle; Hyland, Richard; Fornash, Barbara; Orme, Kipp; Jacobsen, Eric; Newell, Daniel; VanCamp, John; Charters, John; Hanson, Mike	Gjoraa, Travis; Whitesel, Kurt	RE: Revised NOR Financial Model Scenarios
323	ACP	E-mail	12/9/2002	Jacobson, Eric	Whitesel, Kurt		RE: Follow-up on Atlas Findings
324	AWP	E-mail	12/9/2002	Lewis, Merle	Whitesel, Kurt		RE: Follow-up on Atlas Findings reflecting e-mail that was sent to Eric Jacobsen soliciting legal advice
325	ACP	E-mail and attachments	12/19/2002	Nieman, Michael L	keyincorboy@paulhasings.com meissaschwartz@paulhasings.com	Orme, Kipp Whitesel, Kurt Kiewer, Kendall Ng, Emilie Jacobsen, Eric	FW: 10K-A and SQ 10-QA
326	ACP	E-mail	1/16/2003		kurt.whitesel@northwestern.com	Irving, Eucida A.	FW: Flyish Documents
327	ACP	E-mail	1/16/2003	Pollock, Thomas R.	Irving, Eucida A.	Kahn, Marguerite R.	RE: Flyish Documents
328	ACP	E-mail	1/16/2003	Pollock, Thomas R.	kurt.whitesel@northwestern.com		

Document No.	Privilege Type	Document Type	Date	Author	Recipient	CC	Subject
329	ACP	E-mail	1/17/2003	Irving, Euclid A.	Pollock, Thomas R. kurt.whitesel@northwestern.com	Kahn, Marguerite R.	RE: Flyish Documents
330	ACP	E-mail	1/17/2003	Irving, Euclid A.	Whitesel, Kurt; Pollock, Thomas R.	Kahn, Marguerite R.	RE: Flyish Documents
331	ACP	E-mail and attachment	1/20/2003	Randen, Paula	Tyras, Jonathan C.; Whitesel, Kurt		10-K
332	ACP	E-mail and attachments	1/21/2003	Irving, Euclid A.	Whitesel, Kurt		RE: Flyish Documents
333	ACP	E-mail	1/22/2003	Pollock, Thomas R.	Whitesel, Kurt	Kahn, Marguerite R.	RE: Flyish Documents
334	ACP	E-mail	1/22/2003	Irving, Euclid A.	Whitesel, Kurt; Pollock, Thomas R.	Irving, Euclid A.	RE: Flyish Documents
335	ACP	E-mail and attachment	1/24/2003	Coleman, Patrick	Whitesel, Kurt	Kahn, Marguerite R.	FW: Letter Of Intent
336	ACP	E-mail and attachment	1/24/2003	Orme, Kipp	Whitesel, Kurt; Nieman, Michael L.		FW: NORTHWESTERN - CSFB CREDIT FACILITY
337	ACP	E-mail and attachment	1/24/2003	Coleman, Patrick	Whitesel, Kurt	Trandem, Greg	FW: Letter Of Intent
338	ACP	E-mail	1/29/2003	D'Souza, Roiston P (BearingPoint)	Whitesel, Kurt		RE: Draft Valuation Report - MP LLC
339	ACP	E-mail	1/29/2003	Orme, Kipp	Whitesel, Kurt	Knaapp, Tom	RE: Draft Valuation Report - MP LLC
340	ACP	E-mail	1/29/2003	Knaapp, Tom	Orme, Kipp; Whitesel, Kurt		RE: Draft Valuation Report - MP LLC (NOI 121162-121173)
	ACP	E-mail	1/29/2003	D'Souza, Roiston P (BearingPoint)	Whitesel, Kurt	david.monaghan@northwestern.com kipp.orne@northwestern.com Msur, Robert J (BearingPoint) Yaragadda, Chakradhar (BearingPoint)	Draft Valuation Report - SD Assets
341	ACP	E-mail	1/30/2003	Knaapp, Tom	Orme, Kipp Whitesel, Kurt		FW: Final Valuation Reports - NorthWestern Corporation Assets
342	ACP	E-mail and attachments	1/31/2003	Tyras, Jonathan C.	Kurt.whitesel@northwestern.com	Kline, Scott C. Pollock, Thomas R.	FW: Final Valuation Reports - NorthWestern Corporation Assets
343	ACP	E-mail and attachments	1/31/2003	Dietch, Alan	jerily@cdco.gov; bress@instakoda.com; Cliff Hoffman; Steven Polacek; jsmith@hamilton.net	bsmith@glawfirm.com; Orme, Kipp; Poof, Becky; Jacobsen, Eric; Drock, Gary; Whitesel, Kurt; thomaspollock@paulstastings.com	Revised Audit Committee Charter
344	ACP	E-mail and attachment	2/10/2003	Dietch, Alan	Whitesel, Kurt		RE: ESOP Collateral
345	ACP	E-mail and attachment	2/11/2003	Lail, Crystal	Roark, Teri; Clark, Lornie; Monaghan, David A; scottkline@paulstastings.com; Fornis, Chris	Grisee, Deborah; Kiewer, Kendall; Nieman, Michael L.; Jacobsen, Eric; Orme, Kipp; Fresia, Rick; Kennedy, Rob; Whitesel, Kurt	
346	ACP	E-mail and attachments	2/14/2003	Tyras, Jonathan C.	deborah.grisee@northwestern.com	Kline, Scott C. Pollock, Thomas R. eric.jacobsen@northwestern.com kipp.orne@northwestern.com kurt.whitesel@northwestern.com paula.randen@northwestern.com karen.smook@northwestern.com mike.nieman@northwestern.com	Markup to latest draft of 10-K
347							

Document No.	Privilege Type	Document Type	Date	Author	Recipient	CC	Subject
348	ACP	E-mail and attachments	2/26/2003	Smook, Karen	Whitesel, Kurt; Clark, Corrie; Hoark, Teri; Wallman, Kristi; Vesco, Elaine A	Orme, Kipp; Kennedy, Rob; Fresia, Rick; Kiewer, Kendall; Lail, Crystal; Foss, Steve; jonhyras@paulstastings.com; shumbert@deloitte.com; Monaghan, David A; Schrum, Roger; Lydic, Tammy	FW: Clean and Redlined Revised Form 10-K - version 4 022503 w/o passwords
349	ACP	E-mail and attachments	1/23/2002	Whitesel, Kurt	Orme, Kipp	Bohrer, Corinne	FW: FCC Billing and Gang Flat Project
350	ACP	E-mail and attachment	2/9/2002	Whitesel, Kurt	craig.r.arends@us.andersen.com		FW: Expense Reconsolidation Memo- Draft
351	ACP	E-mail and attachment	3/27/2002	Whitesel, Kurt	craig.r.arends@us.andersen.com		RE: NOR effective date for MPC acquisition
352	ACP	E-mail	5/13/2002	Whitesel, Kurt	Gentry, Tim		FW: NOR 10-K Question
353	ACP	E-mail	5/17/2002	Whitesel, Kurt	Monaghan, David A	Orme, Kipp	Draft of Accounting Position
354	ACP	E-mail	5/20/2002	Whitesel, Kurt	Nieman, Michael L	Jacobsen, Eric	FW: LLC 10Q
355	ACP	E-mail	5/20/2002	Whitesel, Kurt	Kline, Scott C.		RE: NorthWestern Energy LLC Form 10-Q - 5/19/02 draft
356	ACP	E-mail	5/20/2002	Whitesel, Kurt	Nieman, Michael L; Monaghan, David A; Buss, Joylynn		RE: Monday Conference call regarding NorthWestern Energy 10-Q
357	ACP	E-mail and attachments	5/20/2002	Whitesel, Kurt	Monaghan, David A	Jacobsen, Eric; Buss, Joylynn; Nieman, Michael L; Orme, Kipp; scottline@paulstastings.com	FW: Monday Conference call regarding NorthWestern Energy 10-Q
358	ACP	E-mail	5/25/2002	Whitesel, Kurt	Hyland, Richard; Jacobsen, Eric; Orme, Kipp		FW: NorthWestern Energy LLC Form 10-Q - 5/19/02 draft
359	ACP	E-mail	5/25/2002	Whitesel, Kurt	Whitesel, Kurt		RE: NorthWestern Corporation Form S-4
360	ACP	E-mail	5/25/2002	Whitesel, Kurt	Nieman, Michael L; Monaghan, David A; Buss, Joylynn; david.a.olson@us.andersen.com; Kennedy, Rob; Fresia, Rick	Orme, Kipp	FW: NorthWestern Corporation Form S-4
361	ACP	E-mail	5/29/2002	Whitesel, Kurt	Jacobsen, Eric; Orme, Kipp	Whitesel, Kurt	FW: NorthWestern Corporation Form S-4
362	ACP	E-mail	5/30/2002	Whitesel, Kurt	Saks, Scott R.		NorthWestern Energy LLC - BK filing for change in Auditors
363	ACP	E-mail and attachments	6/19/2002	Whitesel, Kurt	david.a.olson@us.andersen.com		FW: NOR 10K Questions
364	ACP	E-mail and attachments	7/24/2002	Whitesel, Kurt	Saks, Scott R.		FW: Arthur Andersen Releases and other info...
365	ACP	E-mail and attachments	8/12/2002	Whitesel, Kurt	Young, Michael		RE: NorthWestern Energy LLC Reporting Obligations Memo
366	ACP	E-mail and attachment	9/7/2002	Whitesel, Kurt	cliffmian@deloitte.com	spolacek@deloitte.com	S-4 Draft
367	ACP	E-mail and attachment	9/10/2002	Whitesel, Kurt	Tyras, Jonathan C.	arends@deloitte.com	FW: NorthWestern Form S-4 discussing conversations with Tom Pollock
368	ACP	E-mail	9/14/2002	Whitesel, Kurt	Orme, Kipp	arends, Craig (US - Minneapolis)	RE: March 31, 2002 Financial statements
369	ACP	E-mail and attachments	9/18/2002	Whitesel, Kurt	Polacek, Steven L.; Hoffman, Cliff	BHARE@deloitte.com	FW: NOR December 31, 2001 Form 10-K/A (redacted and produced at NOR 467910) reflecting comments by Jon Tyas
370	ACP	E-mail and attachments	9/19/2002	Whitesel, Kurt	Pollock, Thomas R.		FW: Form 10-Q/A for March 31, 2002 (redacted and produced at NOR 468329-468330) reflecting comments from Jon Tyas
371	ACP	E-mail	9/19/2002	Whitesel, Kurt			RE: FW: Attorney Letter for D&T 2001 Reaudit

Document No.	Privilege Type	Document Type	Date	Author	Recipient	CC	Subject
372	ACP	E-mail	9/19/2002	Whitesel, Kurt	Randen, Paula		FW: Attorney Letter for D&T 2001 Reaudit reflecting discussions between Kurt Whitesel and Tom Pollock
373	ACP	E-mail and attachment	9/19/2002	Whitesel, Kurt	Polacek, Steven L.; Hoffman, Cliff	Schnurm, Roger	FW: Re-Audit News Release Draft reflecting changes by Scott Kline and Eric Jacobsen
374	ACP	E-mail and attachment	9/20/2002	Whitesel, Kurt	Tyras, Jonathan C.	Orme, Kipp	FW: updated Northwestern financials
375	ACP	E-mail and attachment	9/20/2002	Whitesel, Kurt	scottkline@paulhastings.com	Tyras, Jonathan C.	FW:
376	ACP	E-mail and attachment	9/24/2002	Whitesel, Kurt	Jacobsen, Eric	Orme, Kipp Forns, Chris	FW: Tax Opinion for Acquisition Costs related to Montana Power
377	ACP	E-mail	9/26/2002	Whitesel, Kurt	Dietrich, Alan	Randen, Paula	RE: NOR Securities Application
378	ACP	E-mail	9/27/2002	Whitesel, Kurt	Dietrich, Alan		RE: NOR Securities Application
379	ACP	E-mail and attachment	9/27/2002	Whitesel, Kurt	Quam (Hanson), Jana	Grisee, Deborah Monaghan, David A	FW: NOR Securities Application referring to comments by Jennifer Hong
380	ACP	E-mail and attachments	10/1/2002	Whitesel, Kurt	Lewis, Merle		FW: Memo Re Section 302 Certification reflecting comments by Nicole Gerrard
381	ACP	E-mail and attachments	10/2/2002	Whitesel, Kurt	Lewis, Merle		FW: Memo Re Section 302 Certification reflecting comments by Nicole Gerrard
382	ACP	E-mail and attachment	10/4/2002	Whitesel, Kurt	Forns, Chris		FW: Tax Opinion for Acquisition Costs related to Montana Power
383	ACP	E-mail	10/8/2002	Whitesel, Kurt	Dietrich, Alan		FW: Sarbanes-Oxley Section 302 Compliance
384	ACP	E-mail and attachments	10/8/2002	Whitesel, Kurt	Jacobsen, Eric	Forns, Chris	FW: Tax Opinion for Acquisition Costs related to Montana Power
385	ACP	E-mail and attachment	10/31/2002	Whitesel, Kurt	Orme, Kipp		FW: Disclosure Policy discussing Tom Pollock's comments
386	ACP	E-mail	11/9/2002	Whitesel, Kurt	Randen, Paula		FW: Riders for 10-Q draft reflecting comments from Jon Tyras
387	ACP	E-mail	11/9/2002	Whitesel, Kurt	Randen, Paula		FW: Final rider for 10-Q draft reflecting comments from Jon Tyras
388	ACP	E-mail and attachment	11/9/2002	Whitesel, Kurt	Orme, Kipp; Bruce Smith; Gary Drook; Hyland, Richard; Jerry Johnson; Larry Ness; Lewis, Merle; Marilyn Seymann; Randy Darcy; Jacobsen, Eric; Dietrich, Alan; Hanson, Mike (CEO); Monaghan, David A.; Young, Michael; Charters, John; Friesa, Rick; Atkinson, Tim; Newell, Daniel; Kennedy, Rob; Sinder, Mark; Hoffman, Cliff; Polacek, Steven L.; Arends, Craig; Pollock, Thomas R.	Smock, Karen; Candy Boul; Diane Dutcher; Irene Fellner; Peg Richter; Suzanne Burton; Fornash, Barbara; Dewey, Irene	Northwestern 3rd Quarter 10Q Working Draft
389	ACP	E-mail	11/9/2002	Whitesel, Kurt	scottkline@paulhastings.com		FW: 10Q Draft
390	ACP	E-mail and attachments	11/12/2002	Whitesel, Kurt	Tyras, Jonathan C.; Arends, Craig; Humbert, Suzanne M.; thomaspollock@paulhastings.com; scottkline@paulhastings.com; scottkline@paulhastings.com; Polacek, Steven L.	Orme, Kipp; Jacobsen, Eric; Grisee, Deborah; Kiewer, Kendall; Randen, Paula; Nieman, Michael L.; Schnurm, Roger	Revised 10Q Draft
391							

Document No.	Privilege Type	Document Type	Date	Author	Recipient	CC	Subject
	ACP	E-mail and attachments	11/12/2002	Whitesel, Kurt	Orme, Kipp; Bruce Smith; Jerry Johnson; Larry Ness; Charters, John; Fresia, Rick; Atkinson, Tim; Kennedy, Rob; Newell, Daniel; Devoe, Michael; msinder@ebclaw.com; Monaghan, David A.; Hanson, Mike; Young, Michael; Polacek, Steven L.; Arends, Craig; Pollock, Thomas R.; Dietrich, Alan	Candy Boud; Peg Richter; Lewis, Marie; Hyland, Richard; Jacobsen, Eric; Bohrer, Corinne; Smook, Karen; Wilcox, Joyce F.; Quick, Laura; Yost, Laura; Wilson, Nicole; Price, Tonya; Dewey, Irene; Fornash, Barbara	RE: 3rd Quarter 10Q Disclosure Review Meetings
392					Young, Michael	Hanson, Mike (CEO)	FW: NOR Third Quarter 10Q draft
393	ACP	E-mail	11/13/2002	Whitesel, Kurt	Kline, Scott C.		RE: NOR Third Quarter 10Q draft
394	ACP	E-mail	11/13/2002	Whitesel, Kurt	Whitesel, Kurt; Orme, Kipp; Bruce Smith; Jerry Johnson; Larry Ness; Charters, John; Fresia, Rick; Atkinson, Tim; Kennedy, Rob; Newell, Daniel; Devoe, Michael; msinder@ebclaw.com; Monaghan, David A.; Hanson, Mike (CEO); Young, Michael; Polacek, Steven L.; Arends, Craig; Pollock, Thomas R.; Dietrich, Alan; Tyas, Jonathan C.; scottkline@paulstetings.com	Candy Boud; Peg Richter; Lewis, Marie; Hyland, Richard; Jacobsen, Eric; Bohrer, Corinne; Smook, Karen; Wilcox, Joyce F.; Quick, Laura; Yost, Laura; Wilson, Nicole; Price, Tonya; Dewey, Irene; Fornash, Barbara	RE: Updated 10Q filing - Redline Update
395					Dietrich, Alan		RE: D&T Tax Service Fees
396	ACP	E-mail and attachment	11/22/2002	Whitesel, Kurt	Dietrich, Alan	Jacobsen, Eric	FW: BILLING QUESTION: Equity Incentive Presentation
397	ACP	E-mail	11/23/2002	Whitesel, Kurt	Irving, Euclid A.; Pollock, Thomas R.	Kahn, Marguerite R.	RE: Flyish Documents
398	ACP	E-mail and attachments	11/21/2003	Whitesel, Kurt	Kline, Scott C.; Jacobsen, Eric; Orme, Kipp; Dietrich, Alan	Pollock, Thomas R.	RE: NOR - 2002 10-K timeline
399	ACP	E-mail	11/29/2003	Whitesel, Kurt	Fanden, Paula		FW: Revised draft of 10-K reflecting comments from Jon Tyas
400	ACP	E-mail and attachments	2/1/2003	Whitesel, Kurt	Foark, Teri; Clark, Lonne; Monaghan, David A.; Kline, Scott C.; Forss, Chris	Grise, Deborah; Kiewer, Kendall; Nieman, Michael L.; Jacobsen, Eric; Orme, Kipp; Fresia, Rick; Kennedy, Rob	FW: Updated 10-K (2/4/03)
401							
401	ACP	E-mail	2/26/2003	Whitesel, Kurt	Arends, Craig		FW: Clean and Redlined Revised Form 10-K - version 4 022503 w/o passwords reflecting comments from Jon Tyas
402							
402	ACP/AWP	E-mail and attachments	2/1/2003	Drook, Gary	Marlyn@monenc.com rgdarcy@mn.tr.com	tfress@firstdata.com bsmith@glawfirm.com	FW: New BOD Item - Executive Performance
403							

Document No.	Privilege Type	Document Type	Date	Author	Recipient	CC	Subject
404	ACP	E-mail and attachments	9/6/2002	Tyras, Jonathan C.	clck.hyland@northwestern.com barbara.jornash@northwestern.com eric.jacobson@northwestern.com kipp.orne@northwestern.com kurt.whitesel@northwestern.com mike.nieman@northwestern.com travis.gjovaras@northwestern.com karen.smook@northwestern.com paula.randen@northwestern.com spolacek@deloitte.com; danielson@deloitte.com; choffman@deloitte.com; carends@deloitte.com; Pollock, Thomas R.; Zuppone, Michael; Schwitter, William F.; Tyras, Jonathan C.; Saks, Scott R.; Kline, Scott C.; Patrizia, Charles A.; Conboy, Kevin; Opich, Joseph P.		Northwestern S-4 - Amendment No. 3
405	ACP	E-mail and attachments	9/10/2002	Jacobson, Eric	Schnum, Roger; Orme, Kipp; Wyche, Paul	scottline@paulhastings.com Hyland, Richard	RE: S-4 News Release
406	ACP	E-mail and attachments	9/19/2002	Schnum, Roger	Lewis, Merle; Hyland, Richard; Orme, Kipp; Jacobson, Eric	Wyche, Paul scottline@paulhastings.com Ng, Emilie	Re-Audit News Release Draft
407	ACP	E-mail and attachments	9/24/2002	Schnum, Roger	Hyland, Richard; Orme, Kipp; Jacobson, Eric	Evans, Paul; Ng, Emilie	Draft Release
408	ACP	E-mail	9/24/2002	Schnum, Roger	Hyland, Richard; Orme, Kipp; Jacobson, Eric	Ng, Emilie; scottline@paulhastings.com	Draft Release Text
409	ACP	E-mail and attachments	9/27/2002	Schnum, Roger	Hyland, Richard; Orme, Kipp; Jacobson, Eric		Revised Confidential News Release Draft
410	ACP	E-mail and attachments	9/28/2002	Orme, Kipp	Hyland, Richard		Fw: As printed Filed for Northwestern
411	ACP	E-mail and attachments	11/14/2002	Whitesel, Kurt	Whitesel, Kurt; Orme, Kipp; Bruce Smith; Jerry Johnson; Larry Ness; Charters, John; Friesa, Rick; Atkinson, Tim; Kennedy, Rob; Newell, Daniel; Devoe, Michael; msunder@ebclaw.com; Monaghan, David A.; Hanson, Mike; Young, Michael; Polacek, Steven L.; Arends, Craig; Pollock, Thomas R.; Dietrich, Alan; Tyras, Jonathan C.; scottline@paulhastings.com	Candy Boud; Peg Richter; Lewis, Merle; Hyland, Richard; Jacobson, Eric; Bohrer, Corinne; Smook, Karen; Wilcox, Joyce F.; Quick, Laura; Yost, Laura; Wilson, Nicole; Price, Tonya; Dewey, Irene; Fornash, Barbara	Updated 100 filing
412	ACP	E-mail and attachment	12/8/2002	Jacobson, Eric	Thomas (Tom) R. Pollock (E-mail)	Hyland, Richard Orme, Kipp	PR Release
413	ACP	E-mail and attachments	12/11/2002	Orme, Kipp	Charters, John	Hyland, Richard Schnum, Roger Jacobson, Eric	RE: Thursday Audit Committee Meeting - Draft Press Release (NOR 184858-18489)
414	ACP	E-mail and attachments					

Document No.	Privilege Type	Document Type	Date	Author	Recipient	CC	Subject
	ACP	E-mail and attachments	12/12/2002	Schrump, Roger	Lewis, Merle; Hyland, Richard; Jacobsen, Eric; Orme, Kipp; Hanson, Mike; Charters, John; Newell, Daniel; thomaspollack @ paulfastings.com; spolaciek @ deloitte.com	scotkline @ paulfastings.com Fortnash, Barbara	Confidential Drafts Fourth Quarter Update Releases Noon--12/12
415	ACP	E-mail and attachment	12/13/2002	Schrump, Roger	Hyland, Richard; Jacobsen, Eric; Orme, Kipp; thomaspollack @ paulfastings.com	scotkline @ paulfastings.com	Final Draft 12/13 News Release
416	ACP	E-mail and attachment	12/13/2002	Schrump, Roger	Lewis, Merle; Hyland, Richard; Jacobsen, Eric; Orme, Kipp; VanCamp, John; Whitesel, Kurt; Hanson, Mike; Charters, John; Newell, Daniel	thomaspollack @ paulfastings.com scotkline @ paulfastings.com iontyras @ paulfastings.com spolaciek @ deloitte.com Fortnash, Barbara	Fourth Quarter Update News Release
417	ACP	E-mail and attachment	1/31/2003	Orme, Kipp	Hyland, Richard	Lydko, Tammy	FW: Revised Audit Committee Charter [PHJW DRAFT]
418	ACP	E-mail and attachments	2/14/2003	Jacobsen, Eric	Hyland, Richard		FW: Mainup to latest draft of 10-K [PHJW DRAFT]
419	ACP	E-mail and attachment	9/28/2001	Schrump, Roger	Baxter, Keith; Nye, Dick; Hyland, Richard; Lewis, Merle; Orme, Kipp; Jacobsen, Eric; Wyché, Paul; Rausch, Dan	Graham, Bob; brenda.a.hebenstreit @ us.artisananderson.com	Confidential Draft 5
420	ACP	E-mail and attachment	4/6/2002	Orme, Kipp	Schrump, Roger	Hyland, Richard; Evans, Liz; Nieman, Michael L.; Jacobsen, Eric	FW: Draft 1stQ Forecast Release
421	ACP	E-mail	5/24/2002	Tyras, Jonathan C.	clck, Hyland @ northwestern.com barbara.fornash @ northwestern.com eric.jacobsen @ northwestern.com kipp.orme @ northwestern.com kurt.whitesel @ northwestern.com mike.nieman @ northwestern.com david.monaghan @ northwestern.com joylyn.buss @ northwestern.com david.a.olson @ us.andersen.com dawn.a.dexter @ us.andersen.com karen.smock @ northwestern.com linda.superales @ northwestern.com	Pollock, Thomas R. Schwittler, William F. Zuppone, Michael Kline, Scott C. Saks, Scott R.	NorthWestern Corporation Form S-4 (NOR 142061)
422	ACP	E-mail	5/30/2002	Jacobsen, Eric	Hyland, Richard		
423	ACP	E-mail and attachments	6/6/2002	Tyras, Jonathan C.	clck, Hyland @ northwestern.com barbara.fornash @ northwestern.com eric.jacobsen @ northwestern.com kipp.orme @ northwestern.com kurt.whitesel @ northwestern.com mike.nieman @ northwestern.com david.monaghan @ northwestern.com joylyn.buss @ northwestern.com david.a.olson @ us.andersen.com dawn.a.dexter @ us.andersen.com karen.smock @ northwestern.com linda.superales @ northwestern.com	Schwittler, William F. Zuppone, Michael Pollock, Thomas R. Saks, Scott R. Kline, Scott C.	FW: Additional comment letter NorthWestern S-4 and 10-K and CornerStone 10-K
424	ACP	E-mail and attachments					

<u>Document No.</u>	<u>Privilege Type</u>	<u>Document Type</u>	<u>Date</u>	<u>Author</u>	<u>Recipient</u>	<u>CC</u>	<u>Subject</u>
425	ACP	E-mail and attachments	6/12/2002	Saks, Scott R.	dick.hylland@northwestern.com barbara.fofnash@northwestern.com eric.jacobsen@northwestern.com kipp.orne@northwestern.com kurt.whitesel@northwestern.com mike.niemann@northwestern.com david.monaghan@northwestern.com joylyn.buss@northwestern.com david.a.olson@us.andersen.com karen.smook@northwestern.com linda.superales@northwestern.com	Schwitter, William F. Zuppone, Michael Pollock, Thomas R. Kline, Scott C. Tyas, Jonathan C. Hotte, Kara L.	NorthWestern Revised S-4 and SEC Response Letters
426	ACP	E-mail and attachments	6/19/2002	Bonventre, Joseph S.	dick.hylland@northwestern.com barbara.fofnash@northwestern.com eric.jacobsen@northwestern.com kipp.orne@northwestern.com kurt.whitesel@northwestern.com mike.niemann@northwestern.com david.monaghan@northwestern.com joylyn.buss@northwestern.com david.a.olson@us.andersen.com karen.smook@northwestern.com linda.superales@northwestern.com pobrien@dblp.com pmarks@dblp.com carends@deloitte.com	Schwitter, William F. Zuppone, Michael Pollock, Thomas R. Saks, Scott R. Kline, Scott C. Tyas, Jonathan C.	NorthWestern S-4 and 10-K and CornerStone 10-K
427	ACP	E-mail and attachments	7/3/2002	NYC Customer Service [John Tyas]	dick.hylland@northwestern.com barbara.fofnash@northwestern.com eric.jacobsen@northwestern.com kipp.orne@northwestern.com kurt.whitesel@northwestern.com mike.niemann@northwestern.com david.monaghan@northwestern.com david.a.olson@us.andersen.com karen.smook@northwestern.com linda.superales@northwestern.com carends@deloitte.com thomaspollock@paulhastings.com michaelzuppone@paulhastings.com williamschwiter@paulhastings.com jonhyas@paulhastings.com scottkline@paulhastings.com scottsaks@paulhastings.com josephbonventre@paulhastings.com kiarahotte@paulhastings.com charlesparitzia@paulhastings.com kevinconboy@paulhastings.com		NorthWestern S-4 and 10-K

Document No.	Privilege Type	Document Type	Date	Author	Recipient	CC	Subject
428	ACP	E-mail and attachments	7/12/2002	NYC Customer Service (John Tyra)	dick.hyland@northwestern.com barbara.torrash@northwestern.com eric.jacobsen@northwestern.com kipp.orne@northwestern.com kurt.whitesel@northwestern.com mike.niemann@northwestern.com david.monaghan@northwestern.com joylynn.buus@northwestern.com david.a.olson@us.andersen.com karen.smook@northwestern.com linda.superates@northwestern.com carends@deloitte.com thomaspickock@paulhastings.com michaelzuppone@paulhastings.com williamschwittler@paulhastings.com jorhyras@paulhastings.com scottkline@paulhastings.com scottsaks@paulhastings.com kuarahotte@paulhastings.com charlespatrizia@paulhastings.com kevinconboy@paulhastings.com josephhopich@paulhastings.com scott.holton@us.pwcglobal.com		NorthWestern S-4 and 10-K
429	ACP	E-mail and attachments	7/12/2002	Tyra, Jonathan C.	dick.hyland@northwestern.com barbara.torrash@northwestern.com eric.jacobsen@northwestern.com kipp.orne@northwestern.com kurt.whitesel@northwestern.com mike.niemann@northwestern.com david.monaghan@northwestern.com joylynn.buus@northwestern.com david.a.olson@us.andersen.com karen.smook@northwestern.com linda.superates@northwestern.com carends@deloitte.com Pollock, Thomas R. Zuppone, Michael Schwittler, William F. Tyra, Jonathan C. Kline, Scott C. Saks, Scott R. Hottel, Kara L. Patrizia, Charles A. Conboy, Kevin Opich, Joseph P. scott.holton@us.pwcglobal.com		RE: NorthWestern S-4 and 10-K
430	ACP	E-mail and attachments	9/19/2002	Orme, Kipp	Dewey, Irene	Lewis, Marie Jacobsen, Eric Hyland, Richard Whitesel, Kurt Pollock, Thomas R.	Audit Committee Material

Document No.	Privilege Type	Document Type	Date	Author	Recipient	CC	Subject
	ACP	E-mail and attachment	9/19/2002	Dewey, Irene	bsmith@glawfirm.com iness@firstdakota.com jerry@cdp.gov Lewis, Merle Orme, Kipp	Jacobsen, Eric Hyland, Richard Whitesel, Kurt thomaspollock@paulastings.com	NOR Audit Committee Conference Call - Friday, September 20, 2002, at 8:45 AM (CDT)
431	ACP	E-mail and attachment	3/15/2002	Dietrich, Alan	Lewis, Merle; Bruce I. Smith; Gary G. Drock; Jerry W. Johnson; John C. Charters; Larry F. Ness; Marilyn R. Seymann; Lewis, Merle; Randy G. Darcy; Hyland, Richard	Orme, Kipp; Jacobsen, Eric; Fornash, Barbara; irene.felner@aftra.com; diane.dutcher@germills.com; suzette@moreinc.com; choud@firstdakota.com	RE: Bond Offering/Proposed Financing Transaction
432	ACP	E-mail	3/20/2002	Kline, Scott C.	Buss, Jolynn; Hyland, Richard; Jacobsen, Eric; Orme, Kipp; Young, Michael; Whitesel, Kurt; Dave Olson; Dietrich, Alan; Buss, Jolynn; Hyland, Richard; Jacobsen, Eric; Orme, Kipp; Young, Michael; Whitesel, Kurt; Dave Olson; Dietrich, Alan		RE: Form 10-K Draft
433	ACP	E-mail and attachment	3/21/2002	Buss, Jolynn	Hyland, Richard; Jacobsen, Eric; Orme, Kipp; Young, Michael; Whitesel, Kurt; scottkline@paulastings.com; Craig Avents; Dave Olson; Dietrich, Alan		Form 10-K Draft
434	ACP	E-mail and attachment	3/23/2002	Lewis, Merle	Dietrich, Alan	Fornash, Barbara Hyland, Richard	FW: Special Audit Committee Telephonic Meeting
435	ACP	E-mail and attachment	3/25/2002	Dietrich, Alan	bsmith@glawfirm.com jerry@usd.edu iness@firstdakota.com	Orme, Kipp Lewis, Merle Hyland, Richard David Olson (E-mail) John C. Charters (E-mail) Jacobsen, Eric scottkline@paulastings.com ericdavis@paulastings.com	Audit Committee Report (NOR 053296-053297)
436	ACP	E-mail and attachment	4/6/2002	Schnum, Roger	Hyland, Richard Orme, Kipp Jacobsen, Eric Evans, Liz		Draft 1stQ Forecast Release
437	ACP	E-mail and attachment	4/9/2002	Schnum, Roger	Lewis, Merle Hyland, Richard Orme, Kipp Jacobsen, Eric Wyche, Paul Evans, Liz	Fornash, Barbara	Updated 1stQ Forecast News Release
438	ACP	E-mail and attachment	4/9/2002	Orme, Kipp	Jacobsen, Eric Hyland, Richard		FW: updated 1stQ Forecast News Release
439	ACP	E-mail and attachment	4/10/2002	Orme, Kipp	Hyland, Richard Jacobsen, Eric Schnum, Roger	Evans, Liz Nieman, Michael L	FW: Updated 1stQ Forecast News Release
440	ACP	E-mail and attachment	4/10/2002	Schnum, Roger	Lewis, Merle; Hyland, Richard; Orme, Kipp; Jacobsen, Eric; Hanson, Mike; Monaghan, David A; Charters, John; Walker, Jim; Sargen, Greg; Newell, Daniel; Kennedy, Rob; Wyche, Paul	Fornash, Barbara Evans, Liz	April 10 Update of 1stQ Forecast Release
441							

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442	ACP	E-mail and attachments	4/11/2002	Schrum, Roger	Lewis, Marie, Hyland, Richard, Orme, Kipp, Jacobsen, Eric, Wyche, Paul	Fornash, Barbara	April 11 Draft 1stQ Forecast Release
443	ACP	E-mail and attachment	4/19/2002	Wyche, Paul	Lewis, Marie, Hyland, Richard, Orme, Kipp, Evans, Liz, Jacobsen, Eric	Schrum, Roger, Fornash, Barbara	First quarter earnings press release
444	ACP	E-mail and attachments	5/28/2002	Orme, Kipp	Lewis, Marie, Hyland, Richard, Jacobsen, Eric		Financing plans
	ACP	E-mail and attachment	5/28/2002	Tyras, Jonathan C.	dick.hyland@northwestern.com eric.jacobsen@northwestern.com kipp.orme@northwestern.com kurt.whitesel@northwestern.com mike.nieman@northwestern.com david.monaghan@northwestern.com joelynn.buus@northwestern.com david.a.olson@us.andersen.com	Saks, Scott R. Pollock, Thomas R. Kline, Scott C. Schwittler, William F. Zupporo, Michael	Response to NOR comment letter
445					dawn.a.dexter@us.andersen.com		
446	ACP	E-mail and attachments	5/30/2002	Tyras, Jonathan C.	dick.hyland@northwestern.com barbara.fornash@northwestern.com eric.jacobsen@northwestern.com kipp.orme@northwestern.com kurt.whitesel@northwestern.com mike.nieman@northwestern.com david.monaghan@northwestern.com joelynn.buus@northwestern.com david.a.olson@us.andersen.com dawn.a.dexter@us.andersen.com karen.smook@northwestern.com linda.superates@northwestern.com	Schwittler, William F. Zupporo, Michael Pollock, Thomas R. Saks, Scott R. Kline, Scott C.	NorthWestern S-4 and 10-K
447	ACP	E-mail and attachments	6/22/2002	Tyras, Jonathan C.	dick.hyland@northwestern.com barbara.fornash@northwestern.com eric.jacobsen@northwestern.com kipp.orme@northwestern.com kurt.whitesel@northwestern.com mike.nieman@northwestern.com david.monaghan@northwestern.com joelynn.buus@northwestern.com david.a.olson@us.andersen.com karen.smook@northwestern.com linda.superates@northwestern.com carends@deloitte.com thomaspollock@paulhastings.com michaelzupporo@paulhastings.com williamschwittler@paulhastings.com joelynn@paulhastings.com scottkline@paulhastings.com josephbonventre@paulhastings.com katharhote@paulhastings.com charlespatrizia@paulhastings.com kevinconboy@paulhastings.com		NorthWestern S-4 and 10-K

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448	ACP	E-mail and attachments	8/7/2002	Tyras, Jonathan C.	dick.hyland@northwestern.com barbara.tornash@northwestern.com eric.jacobsen@northwestern.com kipp.orne@northwestern.com kurt.whitesel@northwestern.com mike.nieman@northwestern.com david.monaghan@northwestern.com joylyn.buss@northwestern.com karen.srnook@northwestern.com spolacek@deloitte.com deoson@deloitte.com jcoffon@deloitte.com swickman@deloitte.com choffman@deloitte.com bhare@deloitte.com carernds@deloitte.com thomaspollock@paulhasings.com michaelzuppone@paulhasings.com williamschwiter@paulhasings.com jonnyras@paulhasings.com scottsaks@paulhasings.com charlespatrizia@paulhasings.com kevinconboy@paulhasings.com		Northwestern S-4
449	ACP	E-mail and attachments	8/8/2002	NYC Customer Service	dick.hyland@northwestern.com barbara.tornash@northwestern.com eric.jacobsen@northwestern.com kipp.orne@northwestern.com kurt.whitesel@northwestern.com mike.nieman@northwestern.com david.monaghan@northwestern.com joylyn.buss@northwestern.com karen.srnook@northwestern.com spolacek@deloitte.com deoson@deloitte.com jcoffon@deloitte.com swickman@deloitte.com choffman@deloitte.com bhare thomaspollock@paulhasings.com michaelzuppone@paulhasings.com williamschwiter@paulhasings.com jonnyras@paulhasings.com scottsaks@paulhasings.com charlespatrizia@paulhasings.com kevinconboy@paulhasings.com		Northwestern S-4

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450	ACP	E-mail and attachments	8/9/2002	Orme, Kipp	dick.hyland@northwestern.com barbara.fornash@northwestern.com eric.jacobsen@northwestern.com kipp.orme@northwestern.com kurt.whitesel@northwestern.com mike.niemann@northwestern.com david.moragran@northwestern.com joylym.buus@northwestern.com karen.smook@northwestern.com spolacek@deloitte.com daolson@deloitte.com jicotton@deloitte.com svickxman@deloitte.com clhoffman@deloitte.com bhare@deloitte.com carends@deloitte.com thomaspollock@paulhasstings.com michaelzuppone@paulhasstings.com williamschwiter@paulhasstings.com jonnyras@paulhasstings.com scotsaks@paulhasstings.com charlespatrizia@paulhasstings.com kevinconboy@paulhasstings.com		Northwestern S-4
451	ACP	E-mail and attachments	8/9/2002	Orme, Kipp	Hyland, Richard Lewis, Merle	Pollock, Thomas R. Zuppone, Michael Dewey, Irene Fornash, Barbara	FW: 9 a.m. Requested Documents
452	ACP	E-mail and attachments	8/9/2002	Schum, Roger	Hyland, Richard Lewis, Merle	Pollock, Thomas R. Zuppone, Michael Dewey, Irene Fornash, Barbara	9 a.m. Requested Documents
453	ACP	E-mail and attachment	8/10/2002	Fornash, Barbara	Lewis, Merle Hyland, Richard Orme, Kipp Jacobsen, Eric Wych, Paul	Lewis, Merle Hyland, Richard Jacobsen, Eric Orme, Kipp thomaspollock@paulhasstings.com Dewey, Irene Smook, Karen bsrnith@glawfirm.com Randen, Paula	SEC Certification News Release Meetings for NOR 10Q filing
454	ACP	E-mail and attachments			Dietrich, Alan Whitesel, Kurt Nieman, Michael L Young, Michael		

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455	ACP	E-mail and attachments	8/10/2002	Jon Tyas	dick.hyland@northwestern.com barbara.tornash@northwestern.com eric.jacobsen@northwestern.com kipp.orne@northwestern.com kurt.whitesel@northwestern.com mike.niemann@northwestern.com david.monaghan@northwestern.com joylynn.buus@northwestern.com karen.smook@northwestern.com spolacek@deloitte.com danielson@deloitte.com jcocton@deloitte.com svickman@deloitte.com chnoftman@deloitte.com bhare@deloitte.com carends@deloitte.com thomaspollock@paulhastings.com michaelzuppone@paulhastings.com williamschwiter@paulhastings.com jonityas@paulhastings.com scottseaks@paulhastings.com charlespatrizia@paulhastings.com kevinconboy@paulhastings.com		Northwestern Form S-4
456	ACP	E-mail and attachments	8/12/2002	Tyas, Jonathan C.	dick.hyland@northwestern.com barbara.tornash@northwestern.com eric.jacobsen@northwestern.com kipp.orne@northwestern.com kurt.whitesel@northwestern.com mike.niemann@northwestern.com david.monaghan@northwestern.com joylynn.buus@northwestern.com karen.smook@northwestern.com spolacek@deloitte.com danielson@deloitte.com jcocton@deloitte.com svickman@deloitte.com chnoftman@deloitte.com bhare@deloitte.com carends@deloitte.com thomaspollock@paulhastings.com michaelzuppone@paulhastings.com williamschwiter@paulhastings.com jonityas@paulhastings.com scottseaks@paulhastings.com charlespatrizia@paulhastings.com kevinconboy@paulhastings.com		Northwestern Form S-4

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457					dick.hyland@northwestern.com barbara.fornash@northwestern.com eric.jacobsen@northwestern.com kipp.ornie@northwestern.com kurt.whitesel@northwestern.com mike.niemann@northwestern.com david.moneghan@northwestern.com joylynn.buus@northwestern.com karen.snook@northwestern.com spolacek@deloitte.com daisson@deloitte.com lcootton@deloitte.com svickman@deloitte.com clhoffman@deloitte.com bhare@deloitte.com carends@deloitte.com thomaspollock@paulhastings.com michaelruppone@paulhastings.com williamschwiter@paulhastings.com jortyras@paulhastings.com scottsakas@paulhastings.com charlespatrizia@paulhastings.com kevinconboy@paulhastings.com Paula.randen@northwestern.com	Scotline@paulhastings.com scott.holton@us.pwcglobal.com	Northwestern Form S-4
458	ACP	E-mail and attachment	8/14/2002	Jacobsen, Eric	Wycha, Paul thomaspollock@paulhastings.com	Orme, Kipp Lewis, Merle Hyland, Richard	RE: SEC certification press release
459	ACP	E-mail and attachment	8/14/2002	Orme, Kipp	bsmith@glawfirm.com lress@firstdata.com jerloph@aol.com loriel.bassett@pepsi.com	Dewey, Irene Snook, Karen pichter@glawfirm.com cboud@firstdata.com debbie.bassett@pepsi.com Jacobsen, Eric Hyland, Richard Lewis, Merle	Memorandum re. Class B Common Stock of Blue Dot Services Inc. and Expanets, Inc.

Document No.	Privilege Type	Document Type	Date	Author	Recipient	CC	Subject
460	ACP	E-mail	6/1/2002	Hyland, Richard	Jacobsen, Eric		RE: Additional comment letter
461	ACP	E-mail	7/27/2001	Thaden, Rogene	Lewis, Merle Hyland, Richard Newell, Daniel Jacobsen, Eric Wyche, Paul Walker, Jim	Orme, Kipp Schum, Roger Younger, Christopher J Young, Michael Fornash, Barbara	RE: Board Materials (Strictly Confidential) (NOR 482791)
462	ACP	E-mail	4/24/2000	Alan D Dietrich	Eric Jacobsen Kipp Orme		Audit Committee Questions - Cornerstone Quarterly Review
463	ACP	E-mail	12/23/2002	Jacobsen, Eric	Orme, Kipp Hyland, Richard Nieman, Michael L		RE: Board Materials (Strictly Confidential) (NOR 482791)
464	ACP	E-mail	1/21/2002	Altorelli, John J.	craig.f.arends@us.andsen.com dawn.a.dexter@us.andsen.com	eric.jacobsen@northwestern.com; mike.nieman@northwestern.com; kipp.orme@northwestern.com; Pollock, Thomas R.; Schwitler, William F.; Zuppone, Michael; Saks, Scott R.; Tyas, Jonathan C.	RE: CornerStone significance test conclusion
465	ACP	E-mail	1/21/2002				
466	ACP	E-mail	1/22/2002	Altorelli, John J.	craig.f.arends@us.andsen.com Altorelli, John J.	eric.jacobsen@northwestern.com mike.nieman@northwestern.com kipp.orme@northwestern.com dawn.a.dexter@us.andsen.com	RE: CornerStone significance test conclusion
467	ACP	E-mail	1/31/2001	Jacobsen, Eric	Wyche, Paul	Hanson, Mike (CEO) Anderson Bachman, Susan	RE: CornerStone significance test conclusion
468	ACP	E-mail					SB 243

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469	ACP	E-mail	3/5/2001	Patrizia, Charles A.	Voytek, Michael Irving, Euclid A.	eric.jacobson@northwestern.com susan.anderson_bachman@northwestern.com	NOH/Fyish -- MTP revised draft proxy.
470	ACP	E-mail	11/20/2002	Jacobson, Eric	Knapp, Tom Thomas (Tom) R. Pollock (E-mail)	Orme, Kipp	Flat Closing
471	ACP	E-mail	11/20/2002	Knapp, Tom	thomaspollock@paulhastings.com; Euclid A. Irving; James McCarrick; ontsachs@paulhastings.com; Michael Voytek; nicolegerrard@paulhastings.com; Schnum, Roger	Jacobson, Eric; Orme, Kipp; Hanson, Mike; Monaghan, David A; Lopach, Dennis; william.greene@board.com; Stan Kaleczyc; Kim Beatty; Leo Berry; Patrizia, Charles	Going Flat
472	ACP	E-mail and attachment	3/9/2001	Jacobson, Eric	Charles Patrizia; Jamie Welch	Hanson, Mike; Hylland, Richard; Newell, Daniel; Young, Michael; Ahmad Masud	MFC Meeting
473	ACP	E-mail	11/6/2002	Young, Michael	Hanson, Mike (CEO)	Jacobson, Eric	Milltown Timing Update
474	ACP	E-mail	12/28/2001	Thompson, Mark	Magie, Scott Jacobson, Eric Coulomb, Lionel Young, Michael	Hanson, Mike (CEO)	RE: OF Mitigation Plan
475	ACP	E-mail	12/29/2001	Coulomb, Lionel	Thompson, Mark Magie, Scott Jacobson, Eric Young, Michael	Hanson, Mike (CEO)	RE: OF Mitigation Plan
476	ACP	E-mail	2/8/2002	Zuppone, Michael	eric.jacobson@northwestern.com	Pollock, Thomas R. Irving, Euclid A.	FW: QUIPS Update
477	ACP	E-mail	2/8/2002	Zuppone, Michael	Pollock, Thomas R. Irving, Euclid A.	Roberts, Lisa E.	QUIPS Update
478	ACP	E-mail	4/5/2002	Dietrich, Alan	lin.alhanson@expansis.com	Jacobson, Eric Orme, Kipp	Expansis Annual Meeting
479	ACP	E-mail	6/12/2002	Brown, James E.	eric.jacobson@northwestern.com	Mark Snider (E-mail)	FW: SEC Matters
480	ACP	E-mail	7/8/2002	Saks, Scott R.	eric.jacobson@northwestern.com kipp.orme@northwestern.com	Zuppone, Michael Pollock, Thomas R. Kline, Scott C.	Northwestern Energy LLC Reporting Obligations Memo
481	ACP	E-mail	7/17/2002	Saks, Scott R.	eric.jacobson@northwestern.com Kurt Whitesel@northwestern.com	kipp.orme@northwestern.com	Northwestern Energy LLC
482	ACP	E-mail	8/29/2002	Knapp, Tom	Dietrich, Alan	Jacobson, Eric Orme, Kipp	FW: MPC Natural Gas Funding Trust, 6.20% Transition Bonds
483	ACP	E-mail	9/11/2002	Niemann, Michael L.	Nolander, Jan VanCamp, John	Orme, Kipp	DRAFT LLC statements
484	ACP	E-mail	11/11/2002	Young, Michael	Hanson, Mike (CEO)	graves@aimlc.com twilliams@aimlc.com	RE: Summary of Milltown Meeting in Denver - October 29-30, 2002
485	ACP	E-mail and attachments	2/1/2003	Drook, Gary	Jacobson, Eric		FW: New BOD Item - Executive Performance
486	ACP	E-mail	2/14/2003	Young, Michael	Jacobson, Eric Hanson, Mike (CEO)		Final Northwestern FERC Subpoena Responses
487	ACP	E-mail	11/9/2002	Jacobson, Eric	Orme, Kipp	Thomas (Tom) R. Pollock (E-mail)	Disclosure Comm & Sarbanes Oxley
488	ACP	E-mail	11/9/2002	Orme, Kipp	Bruce Smith; Gary Drook; Hylland, Richard; Jerry Johnson; Larry Ness; Lewis, Merle; Marilyn Seymann; Randy Darcy	Jacobson, Eric; Smook, Karen; Candy Boud; Diane Dutcher; Irene Feilner; Peg Richter; Suzette Burton; Fornash, Barbara; Dewey, Irene; Whitesel, Kurt	9/30/02 100 Sarbanes-Oxley Compliance

Document No.	Privilege Type	Document Type	Date	Author	Recipient	CC	Subject
489	ACP	E-mail and attachments	11/12/2002	Gerrard, Nicole	Karen Smook @northwestern.com	Pollock, Thomas R. etc.jacobson@northwestern.com	RE: NOR - Memos and Certifications to Disclosure Committee and Sub-Committees
490	ACP	E-mail and attachments	11/21/2002	Orme, Kipp	Jacobson, Eric	Pollock, Thomas R. etc.jacobson@northwestern.com	Disclosure Considerations
491	ACP	E-mail	12/4/2002	Jacobson, Eric	Fortnash, Barbara; Bruce I. Smith; Gary G. Drook; Hylland, Richard; Jerry Johnson; Larry Ness; Lewis, Merle; Marilyn Seymann; Randy Darcy; Jacobson, Eric; Dietrich, Alan; Hanson, Mike; Monaghan, David A.; Young, Michael; Charters, John; Fresia, Rick; Atkinson, Tim; Newell, Daniel; Kennedy, Rod; Sinder, Mark; Hoffman, Cliff; Polacek, Steven L.; Arends, Craig; Pollock, Thomas R.	Buron, Suzanne; Dewey, Irene; Dutcher, Diane; Feller, Irene; Fichter, Peg; Orme, Kipp	Wed, 12-4-02 NOR BOD Meeting Postponed
492	ACP	E-mail	12/10/2002	Jacobson, Eric	Bruce I. Smith; Jerry W. Johnson; Larry F. Ness	Gary G. Drook; Randy G. Darcy; Marilyn R. Seymann; Lewis, Merle; Hylland, Richard; Orme, Kipp; Thomas (Tom) R. Pollock	Audit Comm. Review of Expanet Issues (NOR 481063-481064)
493	ACP	E-mail	12/10/2002	Jacobson, Eric	Charters, John; Fresia, Rick	Hylland, Richard	FW: Audit Comm. Review of Expanet Issues
494	ACP	E-mail	12/12/2002	Orme, Kipp	Jacobson, Eric	Hylland, Richard	Expanet A/R Movement (NOR 481073)
496	ACP	E-mail	3/25/1999	Alan D Dietrich	Eric Jacobson		Conversione Audit Committee Membership
497	ACP/NWP	E-mail and attachment	9/5/2002	Jacobson, Eric	Thomas (Tom) R. Pollock; Eucild A. Irving		FW: FWBS
498	ACP	E-mail	9/5/2002	Jacobson, Eric	Thomas (Tom) R. Pollock; Eucild A. Irving		RE: FWBS
499	ACP	E-mail	3/16/2001	Patrizia, Charles A.	eric.jacobson@northwestern.com		Disclosure issues re Expanet business
500	ACP	E-mail	3/16/2001	Irving, Eucild A.	Eric R. Jacobson (E-mail)		FW: Disclosure issues re Expanet business
501	ACP	E-mail and attachment	3/27/2001	Patrizia, Charles A.	Young, Michael; Patrizia, Charles A.; Jacobson, Eric	Burs, Joylynn	RE: SEC filings related to Flyish Agreement and Expanet
502	ACP	E-mail and attachment	11/20/2002	Jacobson, Eric	Eucild A. Irving		FW: Revised draft
503	ACP	E-mail	11/20/2002	Jacobson, Eric	Saturn, Roger	Orme, Kipp	FW: Going Flat
504	ACP	E-mail and attachment	11/21/2002	Jacobson, Eric	Thomas (Tom) R. Pollock; Jonathan (Jon) C. Tyas; Kevin Conboy		FW: DRAFT Information Memorandum
505	ACP	E-mail	11/21/2002	Jacobson, Eric	William (Bill) F. Schwilke; Thomas (Tom) R. Pollock		FW: Disclosure Considerations
506	ACP	E-mail and attachment	11/22/2002	Jacobson, Eric	Krapp, Tom; Orme, Kipp	thomaspollock@paulhastings.com	RE: D&T Letter
507	ACP	E-mail and attachments	11/23/2002	Jacobson, Eric	Thomas (Tom) R. Pollock; Kevin Conboy		FW: NOR \$300mm sr secured credit facility
508	ACP	E-mail and attachment	11/23/2002	Jacobson, Eric	Thomas (Tom) R. Pollock		FW: NW Commitment Letter (See Notice Below)
509	ACP	E-mail and attachments	11/27/2002	Jacobson, Eric	Thomas (Tom) R. Pollock		
510	ACP	E-mail and attachments	11/27/2002	Jacobson, Eric	Atkinson, Tim; Michael G. Taylor; Scott M. Flicker	Charters, John; Hylland, Richard; Orme, Kipp; Fresia, Rick; Thomas (Tom) R. Pollock; Mark Weitz	Avaya Issues

Document No.	Privilege Type	Document Type	Date	Author	Recipient	CC	Subject
511	ACP	E-mail and attachments	12/8/2002	Jacobsen, Eric	Thomas (Tom) R. Pollock	Hyland, Richard Orme, Kipp Schrum, Roger	PR Release
512	ACP	E-mail	12/12/2002	Jacobsen, Eric	Thomas (Tom) R. Pollock		FW: Confidential Drafts 7 p.m. 12/11 Fourth Quarter Update Releases
513	ACP	E-mail	12/12/2002	Jacobsen, Eric	Thomas (Tom) R. Pollock	Kahn, Marguerite R.; Schwartz, Melissa C.; Tyas, Jonathan C.	FW: Expanses AFR Movement
514	ACP	E-mail	12/13/2002	Jacobsen, Eric	Orme, Kipp	Kahn, Marguerite R.; Schwartz, Melissa C.; Tyas, Jonathan C.	RE: CSFB
515	ACP	E-mail	12/13/2002	Jacobsen, Eric	Orme, Kipp	Kahn, Marguerite R.; Schwartz, Melissa C.; Tyas, Jonathan C.	RE: CSFB
516	ACP	E-mail	12/13/2002	Jacobsen, Eric	Conboy, Kevin; Pollock, Thomas R.; Patriza, Charles; Orme, Kipp	Conboy, Kevin; Pollock, Thomas R.; Patriza, Charles; Tyas, Jonathan C.; Knapp, Tom; Young, Michael	RE: CSFB CREDIT AGREEMENT - Draft Schedules
517	ACP	E-mail	12/13/2002	Jacobsen, Eric	Schwartz, Melissa C.; Orme, Kipp; Dietrich, Alan; Nieman, Michael L.	Patriza, Charles; Pollock, Thomas R.	RE: Revised MPSC Application
518	ACP	E-mail and attachment	12/16/2002	Jacobsen, Eric	Hong, Jennifer L.; Dietrich, Alan	Patriza, Charles; Pollock, Thomas R.	RE: Revised MPSC Application
519	ACP	E-mail and attachment	12/16/2002	Jacobsen, Eric	Hanson, Mike (CEO)	Lopach, Dennis; Corcoran, Patrick R.; Moriglian, David A.	FMB Application
520	ACP	E-mail and attachments	12/16/2002	Jacobsen, Eric	Snook, Karen		FW: Confidential Information Memorandum
521	ACP	E-mail and attachments	12/18/2002	Jacobsen, Eric	Snook, Karen		FW: Updated MPSC Application
522	ACP	E-mail	12/18/2002	Jacobsen, Eric	Patriza, Charles Conboy, Kevin	Pollock, Thomas R. Schwartz, Melissa C.	RE: NORTHWESTERN
523	ACP	E-mail	12/20/2002	Jacobsen, Eric	Hanson, Mike (CEO) Hong, Jennifer L.	Lopach, Dennis Corcoran, Patrick R.	RE: Updated MPSC Application
524	ACP	E-mail and attachment	12/20/2002	Jacobsen, Eric	Hong, Jennifer L.; Dietrich, Alan; Lopach, Dennis; Corcoran, Patrick R.; Hanson, Mike	Pollock, Thomas R. Patriza, Charles Kline, Scott C.	RE: Updated MPSC Application
525	ACP	E-mail and attachment	12/23/2002	Jacobsen, Eric	Gregory (Greg) M. Owens		FW: Revised MPSC Application
526	ACP	E-mail and attachments	2/3/2003	Jacobsen, Eric	Kevin Conboy; Melissa Schwartz	Orme, Kipp	FW: Northwestern - Site Letter regarding Compliance with MPSC Order
527	ACP	E-mail and attachment	2/10/2003	Jacobsen, Eric	Orme, Kipp; Jonathan (Jon) C. Tyas		FW: Draft of 8-K for closing
528	ACP	E-mail and attachment	2/14/2003	Jacobsen, Eric	Thomas (Tom) R. Pollock	Drook, Gary	Expanses
529	ACP/AWP	E-mail and attachments	2/14/2003	Jacobsen, Eric	Young, Michael		FW: Markup to latest draft of 10-K
530	ACP	E-mail and attachment	5/10/2003	Snella, Mary	Jacobsen, Eric Snella, Mary	Drook, Gary Thomas (Tom) R. Pollock (E-mail) John (Jack) A. Fieding (E-mail) Michael L. Zuppone (E-mail)	ATTORNEY-CLIENT COMMUNICATION RE: White Paper

Document No.	Privilege Type	Document Type	Date	Author	Recipient	CC	Subject
	ACP	E-mail and attachments	6/7/2002	Young, Michael	evhurlocker@ppweb.com dkernard@pprint.com	pichampagne@ppweb.com jdoock@pprint.com Castell, Michael R Donaldson, Marc E Coulomb, Lionel Evans, Paul michaelvoylek@paulastings.com Thompson, Mark	Colstrip Transmission Sale Agreement Draft
531	ACP	E-mail and attachments	3/15/2003	Orme, Kipp	Whitesel, Kurt; Jacobsen, Eric; Roof, Becky	Kiewer, Kendall	RE: January 2003 Expanses DCF
532	ACP	E-mail and attachment	4/10/2003	Kiewer, Kendall	Orme, Kipp; Whitesel, Kurt; Roof, Becky; Craig Arends; Steve Polacek; Jacobsen, Eric; scottkline@paulastings.com; johndellaquila@paulastings.com; blane@gbsondurn.com; jdckey@gbsondurn.com		NCR 9-30-02 10-Q/A draft
533	ACP	E-mail and attachments	5/11/2003	Zuppone, Michael	Reding, John A.; Sullivan, William F.; Barcella, E. Lawrence; Drook, Gary; Jacobsen, Eric; Pollock, Thomas R.; Della Grota, John F.		Discussion with Anne Romero
534	ACP	E-mail	3/8/2003	Younger, Chris	Tyras, Jonathan C.	Jacobson, Eric Akinson, Tim Drook, Gary Charters, John	RE: Revised draft of Form 10-K
535	ACP	E-mail and attachments	3/12/2003	Orme, Kipp	Tyras, Jonathan C. Kline, Scott C.		FW: 10QA support info.
536	ACP	E-mail and attachment	5/9/2003	Zuppone, Michael	Pollock, Thomas R.; Jacobsen, Eric; Sullivan, William F.; Barcella, E. Lawrence; Reding, John A.; Drook, Gary; Della Grota, John F.	Kiewer, Kendall Whitesel, Kurt Jacobsen, Eric Roof, Becky	RE: NORSEC MATTERS - Agenda of Topics with SEC
537	ACP/AWP	E-mail and attachments	4/4/2003	Rappaport, Jennifer L.	Drook, Gary; Jacobsen, Eric; Larry F. Ness; Jerry W. Johnson Ph. D.; Jennifer Jauffret; elliot@rl.com; Reding, John A.; Sullivan, William F.	Pollock, Thomas R. Rappaport, Jennifer L. Sutton, Keith M.	Confidential and Privileged--Attorney Work Product
538	ACP	E-mail	5/8/2003	Pollock, Thomas R.	Reding, John A. Zuppone, Michael Sullivan, William F.	Drook, Gary; Jacobsen, Eric; Schram, Roger; mead@gavanderson.com; Tyras, Jonathan C.; elliot@rl.com	May 8 8-K.doc
539	ACP	E-mail and attachments	11/9/2002	Whitesel, Kurt	Orme, Kipp; Bruce Smith; Gary Drook; Hyland, Richard; Jerry Johnson; Larry Ness; Lewis, Merle; Marilyn Seymann; Randy Darcy; Jacobsen, Eric; Dietch, Alan; Hanson, Mike; Monaghan, David A.; Young, Michael; Charters, John; Fresia, Rick; Atkinson, Tim; Newell, Daniel; Kennedy, Rod; Sinder, Mark; Hoffman, Cliff; Polacek, Steven L.; Arends, Craig; Pollock, Thomas R.	Snook, Karen Candy Boud Diane Dutcher Irene Felner Peg Richter Suzette Baron Formast, Barbara Dewey, Irene	NorthWestern 3rd Quarter 10Q Working Draft
540							

Document No.	Privilege Type	Document Type	Date	Author	Recipient	CC	Subject
541	ACP	E-mail and attachments	4/4/2003	Kline, Scott C.	Jacobsen, Eric	Della Grotta, John F.; Pollock, Thomas R.; Tyas, Jonathan C.	April 5 Revised draft of Form 10-K
542	ACP	E-mail and attachments	4/8/2003	Knappp, Tom	carands@deloitte.com shumbert@deloitte.com	Whitesel, Kurt	FW: Clean and Redlined Revised Form 10-K - version 4
543	ACP	E-mail and attachments	4/12/2003	Orme, Kipp	Jacobsen, Eric	Freesia, Rick; Clark, Lonnie; Charters, John Younger, Chris Snella, Mary	MEMORANDUM
544	ACP/AWP	E-mail and attachments	4/9/2003	Atkinson, Tim	Jacobsen, Eric	Orme, Kipp; Kennedy, Rob; Freesia, Rick; Kiewer, Kendall; Lail, Crystal; Foss, Steve; jonhyas@paulhasstings.com; shumbert@deloitte.com; Monaghan, David A; Schrum, Roger; Lydic, Tammy	FW: Clean and Redlined Revised Form 10-K - version 4
545	ACP	E-mail and attachments	5/20/2003	Zuppone, Michael	Jacobsen, Eric	Orme, Kipp; Kennedy, Rob; Freesia, Rick; Kiewer, Kendall; Lail, Crystal; Foss, Steve; jonhyas@paulhasstings.com; shumbert@deloitte.com; Monaghan, David A; Schrum, Roger; Lydic, Tammy	FW: Clean and Redlined Revised Form 10-K - version 4
546	ACP	E-mail and attachments	2/26/2003	Giese, Deborah	Whitesel, Kurt; Clark, Lonnie; Roark, Teri; Wallman, Kristi; Vesco, Elaine A	Orme, Kipp; Kennedy, Rob; Freesia, Rick; Kiewer, Kendall; Lail, Crystal; Foss, Steve; jonhyas@paulhasstings.com; shumbert@deloitte.com; Monaghan, David A; Schrum, Roger; Lydic, Tammy	FW: Clean and Redlined Revised Form 10-K - version 4
547	ACP	E-mail and attachments	2/11/2003	Kiewer, Kendall	jonhyas@paulhasstings.com	Orme, Kipp; Kennedy, Rob; Freesia, Rick; Kiewer, Kendall; Lail, Crystal; Foss, Steve; jonhyas@paulhasstings.com; shumbert@deloitte.com; Monaghan, David A; Schrum, Roger; Lydic, Tammy	FW: Clean and Redlined Revised Form 10-K - version 4
548	ACP	E-mail and attachments	10/23/2002	Knappp, Tom	Lewis, Merle Jacobsen, Eric	Orme, Kipp; Kennedy, Rob; Freesia, Rick; Kiewer, Kendall; Lail, Crystal; Foss, Steve; jonhyas@paulhasstings.com; shumbert@deloitte.com; Monaghan, David A; Schrum, Roger; Lydic, Tammy	FW: Clean and Redlined Revised Form 10-K - version 4
549	ACP	E-mail	12/4/2002	Jacobsen, Eric	Foranash, Barbara; Bruce I. Smith; Gary G. Drook; Hyland, Richard; Jerry Johnson; Jerry W. Johnson; Larry F. Ness; Lewis, Merle; Marilyn R. Seymann; Randy Darcy; Thomas (Tom) R. Pollock	Orme, Kipp; Kennedy, Rob; Freesia, Rick; Kiewer, Kendall; Lail, Crystal; Foss, Steve; jonhyas@paulhasstings.com; shumbert@deloitte.com; Monaghan, David A; Schrum, Roger; Lydic, Tammy	FW: Clean and Redlined Revised Form 10-K - version 4
550	ACP/AWP	E-mail	12/10/2002	Jacobsen, Eric	Bruce I. Smith; Jerry W. Johnson; Larry F. Ness	Orme, Kipp; Kennedy, Rob; Freesia, Rick; Kiewer, Kendall; Lail, Crystal; Foss, Steve; jonhyas@paulhasstings.com; shumbert@deloitte.com; Monaghan, David A; Schrum, Roger; Lydic, Tammy	FW: Clean and Redlined Revised Form 10-K - version 4
551	ACP/AWP	E-mail	12/10/2002	Jacobsen, Eric	Bruce I. Smith; Jerry W. Johnson; Larry F. Ness	Orme, Kipp; Kennedy, Rob; Freesia, Rick; Kiewer, Kendall; Lail, Crystal; Foss, Steve; jonhyas@paulhasstings.com; shumbert@deloitte.com; Monaghan, David A; Schrum, Roger; Lydic, Tammy	FW: Clean and Redlined Revised Form 10-K - version 4

<u>Document No.</u>	<u>Privilege Type</u>	<u>Document Type</u>	<u>Date</u>	<u>Author</u>	<u>Recipient</u>	<u>CC</u>	<u>Subject</u>
	ACP	E-mail and attachments	8/9/2002	Orme, Kipp	Hyland, Richard Lewis, Merle	Pollock, Thomas R. Zuppone, Michael Dewey, Irene Fornash, Barbara Lewis, Merle Jacobsen, Eric	FW: 9 a.m. Requested Documents
552	ACP	E-mail and attachment	8/10/2002	Orme, Kipp	Pollock, Thomas R.	Lewis, Merle	FW: SEC Certification News Release
553	ACP	E-mail and attachment	10/2/2002	Whitesel, Kurt	Lewis, Merle		FW: Memo Re Section 302 Certification reflecting comments from Nicole Gerrard [PHJW memo]
554	ACP	E-mail and attachment	11/8/2002	Jacobsen, Eric	Dietrich, Alan	Lewis, Merle	FW: NOR - Merle's Certifications
555	ACP	E-mail	5/25/2002	Hyland, Richard	Lewis, Merle		FW: Northwestern Corporation Form S-4 reflecting comments from Jon Tyas [PHJW draft of SEC letter]
556	ACP	E-mail and attachments	5/29/2002	Hyland, Richard	Orme, Kipp Jacobsen, Eric		FW: Response to NOR comment letter [John Tyas]
557	ACP	E-mail and attachment	9/18/2002	Orme, Kipp	Hyland, Richard Lewis, Merle Schnum, Roger Wyche, Paul		FW: Exchange Offer [John Tyas email]
558	ACP	E-mail and attachments	11/19/2002	Orme, Kipp	Lewis, Merle	Dewey, Irene	FW: Northwestern 10-Q/A [John Tyas edits on 10Q]
559	ACP	E-mail and attachments	8/14/2002	Orme, Kipp	Whitesel, Kurt Nieman, Michael L. Newell, Daniel		FW: Memorandum re. Class B Common Stock of Blue Dot Services Inc. and ExpAnets, Inc. [PHJW comments]
560	ACP	E-mail and attachment	2/10/2000	Alan D Dietrich	Eric Jacobsen Kipp Orme Daniel K. Newell		Re: Audit Comm Minutes
561	ACP	E-mail	8/7/2001	craig.r.arends@us.ander sen.com	scottsaks@paulhastings.com	mike.nieman@northwestern.com	Re: Rule 3-05
562	ACP	E-mail	2/9/2002	Orme, Kipp	Saks, Scott R.	Schwiter, William F. Tyas, Jonathan C. david.a.olson@us.andersen.com dawn.a.dexter@us.andersen.com mike.nieman@northwestern.com Jacobsen, Eric Whitesel, Kurt Nieman, Michael L. Buss, JoLynn Evans, Liz Monganhan, David A craig.r.arends@us.andersen.com	RE: Northwestern Offering Circular (NOR 185820-185820)
563	ACP	E-mail	7/9/2002	Buss, JoLynn	Tyas, Jonathan C. Whitesel, Kurt Nieman, Michael L. david.a.olson@us.andersen.com carends@deloitte.com	Saks, Scott R. Hotte, Kiana L.	Open S-4 Items
564	ACP	E-mail	7/11/2002	david.a.olson@us.ander sen.com	ScottSaks@paulhastings.com	Jon Tyas@paulhastings.com mike.nieman@northwestern.com carends@deloitte.com kurt.whitesel@northwestern.com	Re: SEC Comment Response Letters
565							

<u>Document No.</u>	<u>Privilege Type</u>	<u>Document Type</u>	<u>Date</u>	<u>Author</u>	<u>Recipient</u>	<u>CC</u>	<u>Subject</u>
566	ACP	E-mail	8/7/2002	Nieman, Michael L.	Jacobsen, Eric Orme, Kipp Whitesel, Kurt		RE: NorthWestern S-4 [PHJW comments]
	ACP	E-mail	8/30/2002	Tyras, Jonathan C.	eric.jacobsen@northwestern.com kipp.orme@northwestern.com kurt.whitesel@northwestern.com mike.nieman@northwestern.com karen.smook@northwestern.com paula.randen@northwestern.com Schwiter, William F. Pollock, Thomas R. Saks, Scott R. Zuppone, Michael spolacek@deloitte.com daolson@deloitte.com cliffman@deloitte.com		FW: NorthWestern Corporation
567	ACP	E-mail	9/6/2002	Tyras, Jonathan C.	eric.jacobsen@northwestern.com; kipp.orme@northwestern.com; kurt.whitesel@northwestern.com; mike.nieman@northwestern.com; Schwiter, William F.; Zuppone, Michael; Patrizia, Charles A.; Saks, Scott R.; Kline, Scott C.; cliffman@deloitte.com; spolacek@deloitte.com; daolson@deloitte.com; carends@deloitte.com		NorthWestern Form S-4
568	ACP	E-mail	9/18/2002	Tyras, Jonathan C.	eric.jacobsen@northwestern.com kipp.orme@northwestern.com kurt.whitesel@northwestern.com mike.nieman@northwestern.com cliffman@deloitte.com spolacek@deloitte.com carends@deloitte.com	Pollock, Thomas R. Patrizia, Charles A. Schwiter, William F. Zuppone, Michael Saks, Scott R. Kline, Scott C. Pellegrino, Jeffrey	Exchange Offer
569	ACP	E-mail	1/14/2002	Schwartz, Melissa C.	Nieman, Michael L.	Orme, Kipp Jacobsen, Eric Conboy, Kevin	RE: Schedules
570	ACP	E-mail	11/4/2002	Orme, Kipp	kevinconboy@paulhaslings.com	Nieman, Michael L.	RE: NorthWestern: Amendment No. 3 to Credit Agreement - revised draft (See Notice Below) Pro Formas and compliance calculations for Closing [email chain from PHJW]
571	ACP	E-mail	12/18/2002	Nieman, Michael L.	Orme, Kipp Reiner Boehning (E-mail)	Jacobsen, Eric kevinconboy@paulhaslings.com	RE: Board Materials(Strictly Confidential)
572	ACP	E-mail	12/23/2002	Jacobsen, Eric	Orme, Kipp Hyland, Richard Nieman, Michael L.		FW: FW: NW 2002 - Form of Compliance Certificate (See Notice Below) RE: NOR Investment in Expansels
573	ACP	E-mail	12/19/2002	Nieman, Michael L.	kevinconboy@paulhaslings.com melissaschwartz@paulhaslings.com		NorthWestern 10-K and Proxy
574	ACP	E-mail	2/7/2003	Nieman, Michael L.	Berger, James E. [Paul Hastings atty]	Pollock, Thomas R. Davis, G. Eric	
575	ACP	E-mail and attachment	3/12/2002	Kline, Scott C.	Michael Young; joyynn.buss@northwestern.com; Orme, Kipp; Jacobsen, Eric; Nieman, Michael L.		
576	ACP	E-mail and attachment					

Document No.	Privilege Type	Document Type	Date	Author	Recipient	CC	Subject
577	ACP	E-mail	3/20/2002	Kline, Scott C.	Buss, Joylynn; Hyland, Richard; Jacobsen, Eric Orme, Kipp; Young, Michael; Whitesel, Kurt; Dave Olson; Dietrich, Alan		RE: Form 10-K Draft
578	ACP	E-mail and attachment	4/22/2002	Dietrich, Alan	Charles Patrizia (E-mail)	Jacobsen, Eric Orme, Kipp	FW: NW Application for Securities Approval -- 2002 v2 DOC
579	ACP	E-mail and attachment	5/8/2002	Jacobsen, Eric	Buss, Joylynn; Orme, Kipp; Nieman, Michael L.; Whitesel, Kurt; Craig Alends; Dawn Dexter; Steve Polacek	Thomas (Tom) R. Pollock; Scott R. Saks	RE: NW 10-Q Draft
580	ACP	E-mail and attachments	5/10/2002	Saks, Scott R.	kipp.orme@northwestern.com joylynn.buss@northwestern.com	Pollock, Thomas R.	NorthWestern 10-Q
581	ACP	E-mail	5/20/2002	Kline, Scott C.	Whitesel, Kurt; Monaghan, David A	Jacobsen, Eric; Buss, Joylynn; Nieman, Michael L.; Orme, Kipp	RE: NorthWestern Energy LLC Form 10-Q - 5/19/02 draft
582	ACP	E-mail	5/25/2002	Whitesel, Kurt	Nieman, Michael L.; Monaghan, David A; Buss, Joylynn; david.a.olson@us.andersen.com; Kennedy, Rob; Friesa, Rick	Orme, Kipp; Whitesel, Kurt	FW: NorthWestern Corporation Form S-4
583	ACP	E-mail	5/31/2002	Kline, Scott C.	Saks, Scott R.; kipp.orme@northwestern.com; ertc.jacobsen@northwestern.com; Kurt, Whitesel@northwestern.com; mike.nieman@northwestern.com; david.a.olson@us.andersen.com; dawn.a.dexter@us.andersen.com	Pollock, Thomas R. Schwiter, William F. Zuppone, Michael Tyas, Jonathan C.	RE: NorthWestern -- Response to SEC
584	ACP	E-mail and attachments	6/12/2002	Saks, Scott R.	click.hyland@northwestern.com barbara.tornash@northwestern.com ertc.jacobsen@northwestern.com kipp.orme@northwestern.com kurt.whitesel@northwestern.com mike.nieman@northwestern.com david.monaghan@northwestern.com joylynn.buss@northwestern.com david.a.olson@us.andersen.com dawn.a.dexter@us.andersen.com karen.smook@northwestern.com linda.superales@northwestern.com	Schwiter, William F. Zuppone, Michael Pollock, Thomas R. Kline, Scott C. Tyas, Jonathan C. Holte, Kara L.	NorthWestern Revised S-4 and SEC Response Letters
585	ACP	E-mail and attachment	7/9/2002	Dietrich, Alan	Jacobsen, Eric Orme, Kipp		FW: 10K/A for NorthWestern Energy

<u>Document No.</u>	<u>Privilege Type</u>	<u>Document Type</u>	<u>Date</u>	<u>Author</u>	<u>Recipient</u>	<u>CC</u>	<u>Subject</u>
586	ACP	E-mail and attachments	7/12/2002	Tyras, Jonathan C.	clck.hyland@northwestern.com barbara.jonash@northwestern.com eric.jacobsen@northwestern.com kipp.orne@northwestern.com kurt.whitesel@northwestern.com mike.niemann@northwestern.com david.moran@northwestern.com joeylyn.bus@northwestern.com david.aolson@us.andersen.com karen.smook@northwestern.com linda.superales@northwestern.com carends@deloitte.com Pollock, Thomas R.; Zuppone, Michael; Schwilke, William F.; Tyras, Jonathan C.; Kline, Scott C.; Saks, Scott R.; Hoffe, Kara L.; Patriza, Charles A.; Conboy, Kevin; Opick, Joseph P.; scott.holton@us.pwcglobal.com		RE: Northwestern S-4 and 10-K
587	ACP	E-mail	7/16/2002	Hanson, Mike (CEO)	Orme, Kipp		FW: Milltown Registration Statement Disclosure reflecting comments by Michael Young
588	ACP	E-mail	7/17/2002	Saks, Scott R.	Orme, Kipp; Saks, Scott R.; Zuppone, Michael	Pollock, Thomas R.; Kline, Scott C.; Jacobsen, Eric; Whitesel, Kurt; Nieman, Michael L.; Moranhan, David A	RE: Northwestern Energy LLC Reporting Obligations Memo
589	ACP	E-mail and attachments	7/17/2002	Saks, Scott R.	eric.jacobsen@northwestern.com Kurt.Whitesel@northwestern.com	kipp.orne@northwestern.com	NorthWestern Energy LLC
590	ACP	E-mail and attachment	8/8/2002	Pollock, Thomas R.	merle.lewis@northwestern.com kipp.orne@northwestern.com	Zuppone, Michael	MacPac 8.0 Normal template
591	ACP	E-mail	8/9/2002	Pollock, Thomas R.	kipp.orne@northwestern.com		FW: NorthWestern Combined Meeting Agenda (8/13/02)
592	ACP	E-mail	8/12/2002	Saks, Scott R.	kipp.orne@northwestern.com mike.niemann@northwestern.com kurt.whitesel@northwestern.com spolacek@deloitte.com daolson@deloitte.com carends@deloitte.com	Tyras, Jonathan C.	NorthWestern SEC Response Memo
593	ACP	E-mail	8/13/2002	Pollock, Thomas R.	Smook, Karen	Lewis, Merle; Orme, Kipp; Jacobsen, Eric; Whitesel, Kurt; Fornash, Barbara	RE: Responses to NOR 10-Q Due Diligence Checklist(15)
594	ACP	E-mail and attachments	8/13/2002	Saks, Scott R.	kipp.orne@northwestern.com eric.jacobsen@northwestern.com kurt.whitesel@northwestern.com mike.niemann@northwestern.com chhoffman@deloitte.com spolacek@deloitte.com daolson@deloitte.com carends@deloitte.com	Tyras, Jonathan C. Pollock, Thomas R.	NorthWestern SEC Response Memo
595	ACP	E-mail and attachment	8/14/2002	Jacobsen, Eric	Wythe, Paul; thomaspollock@paulhastings.com	Orme, Kipp; Lewis, Merle; Hyland, Richard	RE: SEC certification press release
596	ACP	E-mail and attachment	8/16/2002	Gjoraa, Travis	Niemann, Michael L.; Jonathan (Jon) C. Tyras; Scott R. Saks; Craig R. Arends	Orme, Kipp; Whitesel, Kurt	All Other Revenue Breakdown